

## **S 11 Group Public Company Limited**

### **Corporate Governance Manual**

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## **Corporate Governance Policy**

To ensure that the Company's business has a good governance system in accordance with the corporate governance guidelines of companies listed on the Stock Exchange of Thailand, the Board of Directors of S11 Group Public Company Limited Therefore, the following regulations related to corporate governance have been established as guidelines for practice:

1. Vision and Mission
2. Business Ethics
3. Rights and equality of shareholders
4. Company Directors Code of Conduct
5. Executives and Employees Code of Conduct
6. Internal Auditors Code of Conduct
7. Investor Relations Code of Conduct
8. Board of Directors Charter
9. Audit Committee Charter
10. Internal Audit Charter
11. Compliance Unit Charter
12. Oversight Risk Management Committee Charter
13. Sustainability Committee Charter
14. Corporate Governance Committee Charter
15. Non-Performing Loan Management Committee Charter
16. Executive Director Charter
17. Chairman Charter
18. Managing Director Charter
19. Company Secretary Charter
20. Terms and Conditions for Transactions by Directors, Executives and Related Persons
21. Important company policies and monitoring to ensure compliance

## **Vision and Mission**

### **VISION**

We will be a leading company in providing credit services with excellence in service, honesty, transparency and commitment to sustainable business development, giving importance to the development of the quality of education in society.

### **MISSION**

Operate a retail lending business while maintaining a balance among the stakeholders of the business as follows:

#### **Mission to the organization**

Create sustainable stability for the organization to be an organization that supports change and has the ability to adapt quickly at all times, able to expand the business and grow with quality.

#### **Mission to Employees**

Create and maintain a good organizational culture, improve quality of life by developing life discipline, mental development and knowledge development.

#### **Mission to Shareholders**

Conduct business with honesty and transparency, create good returns, promote a management audit system that is standardized, transparent and open.

#### **Mission to Customers and Partners**

Support and cooperate in complying with laws that create fairness for consumers with honesty, adherence to morality, ethics and support activities that give back to society and the environment.

## **Business Ethics**

S11 Group Company Limited (Public Company) Will practice and supervise the staff involved in business operations to adhere to the following business ethics:

1. Conduct business with honesty and integrity, and conduct business with social responsibility, both in terms of law and ethics, and with a commitment to doing good for people, society and environment. By treating stakeholders as follows:

1.1 Treat customers fairly in terms of products and services. Without discrimination. If you cannot comply with the agreement or conditions, we must promptly inform our customers so that we can find a solution together. Do not disclose customer information that you have learned through your business operations. This is information that normally should not be disclosed. Unless disclosure is required in accordance with a legal duty, and allow customers to complain about incompleteness of products and services.

1.2 Treat shareholders with the aim of ensuring that shareholders receive appropriate and consistent returns, and provide an internal control and audit system, including an efficient risk management system.

1.3 Treat employees by recruiting and retaining employees who are capable of performing their duties. Including continuous development of employees and promotion of employees to have opportunities for advancement and career stability.

1.4 Treating partners and competitors. The Company treats partners and competitors fairly, and maintain confidentiality under relevant rules and laws, including not seeking information about partners and competitors in a dishonest and unfair manner.

1.5 Treat creditors and business partners by adhering to honesty in fulfilling the conditions given to creditors and business partners of all types. Subject to the conditions, including the criteria and laws specified.

1.6 Treat society with responsibility and adherence to conducting business with social responsibility, and be careful in considering any action that affects public interest. In addition, the company also aims to proceed and consistently support activities that are beneficial to the community and society as a whole.

1. 7. Environmental behavior The company complies with environmental laws and regulations and takes care of safety, and the company's environment efficiently. To avoid any impact with nearby communities and encourage employees to have environmental awareness and responsibility.

2. Conduct business with a standardized operating system and good controls. Using your full knowledge and skills with caution. With sufficient information and evidence that can be referenced, including strictly complying with relevant laws and regulations, and disclosing information about products and services correctly and completely.

3. Provide supervision and prevention of items that may have conflicts of interest, or related items or inappropriate inter-company items. By setting policies, procedures, and processes for considering and approving items and disclose information and approve related transactions in accordance with the criteria of the relevant agencies that the Company must comply with.

4. Provide disclosure of the Company's information to shareholders and investors, and the general public correctly, completely, thoroughly and timely, including compliance with relevant laws and regulations.

5. Adhere to the principles of good corporate governance as a listed company in the Stock Exchange of Thailand and build confidence among stakeholders in the development of the company's corporate governance work. To benefit and build confidence for all stakeholders

## **Rights and equality of shareholders**

S11 Group Company Limited (Public Company) It is a policy to treat all shareholders equally. Complies with the criteria set by law, company regulations and relevant agencies. The shareholders' meeting process is conducted openly and transparently. And it is fair. Whereby all shareholders have the following rights and equality:

1. The right to own and control the company through the appointment of a board of directors to act on its behalf.
2. Rights to buy, sell or transfer shares
3. The right to participate in shareholder meetings and vote, including expressing opinions and jointly consider and decide on various important changes
4. The right to authorize another person to attend the meeting and vote on his behalf.
5. The right to appoint and remove directors
6. The right to vote on the appointment and determination of auditors' remuneration.
7. The right to receive information and performance results. Sufficient and timely management policy
8. The right to receive an equal share of profits.
9. The right to be informed of related transaction information

### **Shareholders' Meeting**

1. Determination of date, time and place for shareholders' meeting.

The Board of Directors will schedule a shareholders' meeting on the date, time and places where shareholders can conveniently attend the meeting. Also, sufficient personnel will be provided and technology will be used to count votes so that the meeting can proceed quickly, accurately, transparently and verifiably.

2. Notice of meeting

The Company will send a notice of the meeting, the agenda, and the opinions of the Board of Directors. Along with complete and sufficient information documents for consideration and decision -



making in each agenda item, shareholders shall be informed in advance of the meeting date .Which complies with the criteria set by the law and relevant agencies correctly and completely .Including publishing the meeting invitation letter and accompanying documents in both Thai and English on the Company's website.

3. Opportunity for shareholders to propose agenda items, names of persons to be elected as directors of the company, or submit questions in advance of the shareholders' meeting .

In addition to the rights of shareholders under the Public Limited Companies Act, shareholders who hold shares totaling not less than 1 percent of the total issued shares of the company can propose additional meeting agendas, name individuals to be elected as directors of the company, or submit questions in advance of the shareholders' meeting .By sending a letter to the companyFor the board of directors' consideration , which can be divided into 3 cases as follows:

3.1 In the case of a general shareholders' meeting, shareholders must submit the meeting agenda, together with details and reasons, or the names of persons to be elected as directors of the Company in writing to the Company or send questions in advance during October to December of each year, which the Company will announce to shareholders in advance.

3.2 In the case of an extraordinary shareholders' meeting, shareholders must submit the meeting agenda, along with details and reasons in writing to the Company 30 days in advance.

3.3 In the event that the board of directors has resolved to hold a shareholders' meeting, the shareholders shall submit the meeting agenda, together with details and reasons, in writing to the Company within 7 days from the date on which the board of directors has resolved to hold a shareholders' meeting.

#### Guidelines for proposing agenda items or names of persons to be elected as directors in advance

Must be a shareholder of the Company who has the right to attend the annual shareholders' meeting, as shown in the list on the record date, in order to have the right to attend the shareholders' meeting. Shareholders must provide their name, address, telephone number, fax number, or email (if available) that can be contacted, along with the meeting agenda, names of persons to be elected as directors of the Company, or questions in advance.

#### Review process

The Company's management will compile the agenda of the meeting, including details and reasons, names of persons to be elected as directors of the Company or questions in advance, and present them to the

Board of Directors for consideration of whether to add them as an agenda item in the meeting or to consider appointing a person to hold a position as a director of the Company and notify shareholders in advance (via fax, email or other appropriate channels) or consider answering at the general shareholders' meeting.

#### 4. Meeting participation and registration

All shareholders have the right to attend meetings and vote. Or you can give another person a proxy to attend the meeting and vote on your behalf. The Company allows shareholders to register to attend the meeting in advance before the meeting time, and has organized a system to facilitate shareholders to be able to register completely. All with speed.

#### 5. Inquiry, expressing opinions, voting and recording meeting minutes

Board of Directors Provide equal rights to all shareholders To examine the company's operations At every shareholder meeting Shareholders can inquire Feel free to express your opinions and provide suggestions. Consideration and voting on all matters are independent. In voting, 1 share is counted as 1 vote. Equal for all The company recorded the meeting minutes along with questions and suggestions. Resolution of the meeting and number of votes in favor Disagree Or abstain from voting on each agenda in writing. For shareholders and related persons to examine as well.

#### 6. Attendance of the Board of Directors' Meetings

The Board of Directors attaches great importance to the shareholders' meeting. It is considered a duty that all board members must attend every shareholders' meeting. Provide complete information to shareholders Listen to shareholders' opinions and suggestions Provide shareholders with an opportunity to ask questions and have them answered with accurate information.

## **Company Directors Code of Conduct**

S11 Group Company Limited (Public Company) The Company has established a code of ethics and conduct for the Company's directors to adhere to ethical standards for the benefit of shareholders and other stakeholders under the following principles:

### **1. Honesty Justice and morality**

- In conducting business The board of directors will act honestly and fairly. And have morality
- The Board shall not discriminate based on race, religion, gender or marital status. Or physical incapacity
- The Directors shall not make any promises or make any commitments that the Company does not wish to undertake. Or unable to proceed
- Any action of the directors will be done honestly.
- The board will adhere to the truth and will not cause misunderstanding, either directly or indirectly. Will not speak or act falsely. And will not cause misunderstanding by refraining from speaking or acting.

### **2. Personal transactions**

- Conducting personal or other business transactions of directors Must be separated from the operations of the company as a director.
- Directors shall not use the Company's name in any personal or other business transactions.
- The board will use the product and the services that the company offers are provided only under the conditions as offered by the company.

### **3. Confidentiality**

- The Board of Directors will not disclose confidential information of customers or employees. and the Company's operations, both intentional and unintentional, towards third parties Unless otherwise agreed by the Company

- Directors shall not use information obtained from their directorship of the Company for their own financial gain, and will not use that information for the financial benefit of others.

#### **4. Disclosure of interests**

- Directors must disclose their personal or other business interests, including any matter that is a conflict of interest or may lead to a conflict of interest according to the policy that may be prescribed for the Board of Directors to act on each time immediately.
- Directors must disclose any relationship they have with the Company, in accordance with the policy on independence that may be prescribed for the Board of Directors to act on at any time.
- Any dealings with the Company by a Director must be at arm's length to avoid any potential conflicts of interest.

#### **5. Compliance with the law**

- The Board of Directors shall abide by the law and regulations, and the requirements related to business operations.

#### **6. Receiving money, gifts, entertainment and travel**

- Directors shall not use their directorship positions to seek personal benefits from those doing business with the Company, including those who are in contact to do business with the Company.
- In the event that someone offers Directors must not receive personal benefits in an amount that exceeds what is appropriate.

## **Executives and Employees Code of Conduct**

S11 Group Company Limited (Public Company)The Code of Conduct and Code of Conduct has been established for executives and employees to adhere to as follows:

### **1. Code of Conduct for Executives**

Executives mean employees who have subordinates.In addition to executives having to comply with all codes of ethics as employees of the company,Executives still need to have good practices to enhance their leadership.And as a supervisor of employees, it is necessary to be a leader and a role model in good behavior for employees in general.Therefore, guidelines for executives have been established.As follows

#### **1.1 Executives treat shareholders**

Executives must perform their duties with honesty, caution and prudence.Caring and visionaryDo not seek benefits for yourself and your associates from the Company 's information that has not been disclosed to the public and do not disclose the Company 's confidential information to outsiders.Including not taking any action that may cause a conflict of interest.

#### **1.2 Management treats employees**

Management must treat employees fairly.Manage with impartiality, support the development of potential for advancement and increase the efficiency of employees' work.Including promoting employees to have an understanding of the ethics that employees must practice, providing appropriate welfare for employees.and treat employees with honestyListen to opinions and suggestions in a rational manner.

#### **1.3 Management treats customers**

Executives must treat customers strictly in accordance with the business ethics set by the company.

#### 1.4 Executives to business partners

Executives must treat business partners fairly. Do not demand or receive any unfair benefits from business partners and if any conditions cannot be complied with, please inform your business partners in advance so that we can find a solution together.

#### 1.5 Management's treatment of business competitors

Executives must treat their competitors fairly. Under the framework of good competition rules and not seeking confidential information of competitors through dishonest means.

#### 1.6 Executives treat society and the environment.

Executives must comply with or supervise compliance with relevant laws and regulations, and be responsible for society, including cooperation, assistance and support, and volunteer to do activities that are beneficial to the community and society.

### **2. Code of Conduct for Employees**

To enhance good and efficient work, employees should have the following guidelines:

- 2.1 Employees shall perform their duties with honesty, integrity and diligence. Be diligent and improve your work efficiency. This is for the benefit of oneself and the company.
- 2.2 Employees must strictly comply with the company's work regulations.
- 2.3 Employees shall respect and obey supervisors who give orders in accordance with the company's policies and regulations.
- 2.4 Employees should be united with one another, and help each other. Do not cause conflicts that will lead to damage to other persons and the company.
- 2.5 Employees shall respect each other's rights and honor each other. Avoid sharing information or stories about others, both professional and personal. To disclose or criticize in a manner that will cause damage to both the employees and the company.
- 2.6 Employees shall avoid accepting any gifts. That may make you feel uncomfortable while performing your duties in the future. If unavoidable, notify your supervisor immediately.

- 2.7 Employees shall not use their positions or benefits from their work. Seeking personal or group benefits Or do business that competes with the company
- 2.8 Employees should act accordingly Customers, Partners With honesty and equality
- 2.9 Employees shall keep confidentiality of Customers, Partners and the company strictly
- 2.10 Employees shall report any matters they learn of to their supervisors without delay. When the matter known may affect the Company's operations or reputation.
- 2.11 Employees shall maintain and take care of The benefits and assets of the company must be in good condition, used to their full potential, and must be economical, and must not be wasted or wasted. Damaged or deteriorated prematurely

**Penalty provisions**

In the case of the executives and employees Behaving in a manner that creates a conflict of interest with the Company Consider the company's organizational structure and work regulations. Let each department consider it initially and summarize the matter and forward it to the higher-ups and related departments. To determine the guilt and specify the appropriate punishment. But if the conflict of interest is severe and causes great damage, It cannot be under the jurisdiction of the parent company. Then bring the matter to the company's management or board of directors to consider finding a conclusion and determining further punishment.

**Penalty**

1. Verbal warning
2. Written warning
3. Dismissal without compensation
4. Take legal action .

## **Internal Auditors Code of Conduct**

### **objective**

In order to elevate the status and dignity of the internal auditing profession to gain respect and acceptance from the general public, as well as to enable the performance of internal audit duties to be carried out efficiently, internal auditors must conduct themselves within the framework of good behavior, which will lead to confidence and provide fair, independent, and quality advice. Therefore, a code of ethics is necessary and appropriate for internal auditing. It is divided into two main points:

1. Principles related to internal auditing and internal audit practices
2. Rules of Conduct are what internal auditors should do. The Code of Conduct is one of the tools that helps in the interpretation and application of the principles and should be used as a guideline for the ethical conduct of internal auditors.

### **Principles**

Internal auditors therefore adhere to and uphold the following principles:

1. Integrity

Internal auditors' integrity builds trust and makes internal auditors' judgments reliable.

2. Objectivity

Internal auditors will demonstrate a high level of professional objectivity. To collect, evaluate and communicate information about the activities or processes being audited. Internal auditors assess relevant situations objectively and impartially, and do not allow bias or other persons to influence their assessment.

3. Confidentiality

Internal auditors shall respect the value and ownership of the information they receive and shall not disclose information without appropriate authority, except when otherwise required by law or professional practice.

4. Competency

Internal auditors will use the knowledge, skills and experience necessary to perform internal audit work.



**Rules of Conduct**

Internal auditors shall adhere to the following practices:

1. Integrity

- 1.1 Perform your duties with honesty, diligence and responsibility.
- 1.2 Comply with the law and disclose information as required by law and the profession.
- 1.3 Do not knowingly engage in illegal activities or actions that may damage the internal auditing profession or the organization.
- 1.4 Respect and support the legal and ethical objectives of the organization.

2. Objectivity

- 2.1 Do not engage in activities or relationships that undermine or may undermine an objective and impartial assessment. This includes actions or relationships that are contrary to the interests of the organization.
- 2.2 Do not accept any compensation that would undermine or potentially undermine professional judgment.
- 2.3 Disclose all known facts that, if not disclosed, could distort the audit report.

3. Confidentiality

- 3.1 Be careful in using and protecting information obtained in the course of performing duties.
- 3.2 Do not use the information obtained for personal gain or for any purpose that is against the law or contrary to the legitimate and ethical objectives of the organization.

4. Competency

Perform duties only in the areas in which one has the knowledge, skills, and experience necessary for that area of work. Perform internal auditing work based on the International Standards for the Professional Practice of Internal Auditing as the main principle, continuously developing expertise, efficiency and quality of service.

## **Investor Relations Code of Conduct**

S11 Group Public Company Limited has complied with the guidelines set out in the “ Investor Relations Code of Conduct ” published by the Stock Exchange of Thailand, which contains the following principles:

### **1. Investor relations must disclose information that is important and necessary for making investment decisions correctly, adequately and in a timely manner.**

- Investor relations must disclose accurate, adequate and timely information in compliance with the requirements of government agencies such as the SEC and the Stock Exchange of Thailand.
- Investor Relations shall exercise discretion in providing information with caution and prudence. Investor Relations may refuse to provide information if it considers that such information is a trade secret or information that may cause the Company to lose its competitiveness.
- Investor relations should consider providing information that is clear and has sufficient details for understanding, such as explaining information or reasons for the company's operating results changing by more than 20% and/or information in MD&A should have clear explanations, making it easy to understand the origin and reasons for changes in various figures.
- In the event of rumors or leaks, Investor Relations should promptly clarify the facts to the public, in accordance with the Stock Exchange of Thailand's regulations regarding the disclosure of information of listed companies.
- Investor relations should not disclose inaccurate information with the intention of pushing for the purchase of the Company's shares.
- Investor relations should establish channels for disclosing information or sources of information to allow users of the information to be informed equally.

### **2. Investor Relations must not use inside information for personal gain or for the benefit of others.**

- Listed companies should set guidelines for managing inside information, such as specifying and limiting the persons who can access inside information. Investor relations who have the right to

access inside information must not disclose such information to other persons until the information has been disclosed to the public in accordance with various regulations.

- Investor relations must comply with the rules and regulations related to the proper handling of inside information, such as information that is material to the operating results should be disclosed through the Stock Exchange of Thailand's channels for general information before being disclosed to any specific group of investors.
- Listed companies should set criteria for trading in the company's shares to investor relations, such as specifying a time period during which trading of shares is prohibited and reporting of trading of shares to the Compliance Department or other assigned agencies, such as the Company Secretary.
- Quiet Period for not accepting appointments or answering questions about near-future performance for analysts and investors. This is because Investor Relations of each company will begin to receive financial statement information at different times. Therefore, Investor Relations should consider setting a Quiet Period that is appropriate and as close to the time that the figures will be received as possible, for example, at least 2 weeks before the financial statements are disclosed.
- In the event that an analyst meeting is held prior to the release of financial statements (Earnings Preview), Investor Relations should complete the process before the Quiet Period and should exercise caution in providing information, such as not providing any information that is prohibited by regulations, such as estimated revenue and profit figures for that financial period.

**3. Investor relations must disclose information equally and fairly, giving all relevant persons the opportunity to access and inquire about information.**

- Investor relations must provide stakeholders with equal access to information. The format of activities provided to each group of people may be different as appropriate, but the information provided must be equal and must not disadvantage any party or cause any loss of investment opportunities.
- Investor relations should provide opportunities for stakeholders to contact and ask questions as appropriate, without discriminating against contacting any particular group of people.

- Investor Relations should make information presented at the focus group meeting publicly available and as soon as possible, for example, the Roadshow Presentation and Analyst Presentation should be posted on the company's website as soon as possible after the meeting.
- Investor Relations should exercise caution in communicating information via social networks . Investor Relations can follow news to help understand investors' perspectives. However, if there are issues that cause misunderstandings and need to be clarified, Investor Relations should inform the information via the Stock Exchange of Thailand's system for all parties to be aware of in order to prevent problems with information being provided to only one group.
- Investor relations should treat each stakeholder group as follows:

### **3.1) Treatment of investors**

- Investor relations should treat all investors equally, whether they are large or small investors.
- Investor relations should provide individual investors with equal access to information as analysts and institutional investors.
- Investor Relations should not discriminate in accepting appointments for one-on-one meetings with institutional investors or groups of investors. If they cannot accept appointments from all groups, Investor Relations should set criteria for accepting appointments that are clear and fair to all parties.
- In organizing activities for investors, such as company visits and investor meetings, investor relations should conduct activities that take into account the benefits to the company and the value for money of the resources to be used.

### **3.2) Treatment of analysts**

- In organizing an analyst meeting , Investor Relations should invite and provide equal opportunities for analysts from all securities companies to participate.
- Investor Relations should not provide any compensation or gift to an analyst to induce or entice them to write an analysis for the company and/or to write only positive analysis.
- Investor relations should respect the work and opinions of analysts, but may clarify the correct facts if they see that inaccurate information has been used or provided.

### **3.3) Treatment of the media**

- Investor relations should provide information and provide opportunities for the media to receive information as appropriate.
- Investor relations should not use conditions in doing business with the media, such as advertising in the media, to get the media to present news or give positive comments about the company.
- Investor Relations officers should not provide compensation or gifts to the media to induce or persuade the media to write articles or news for the company in a way that creates untrue news.

### **3.4) Treatment of government agencies**

- Investor Relations shall cooperate in providing information to government agencies as requested.
- Investor Relations should not provide gifts to government officials in order to provide any special assistance.

### **3.5) Treatment of persons within the organization**

- Investor relations should coordinate with the company's executives to meet with various stakeholders as appropriate.
- Investor relations should report to the board and executives various information that will help create added value for the organization, such as the results of investor relations activities, comments from analysts and investors, and information on capital market movements, etc.
- Investor Relations should be the company's medium to communicate to employees about the Investor Relations Code of Conduct so that employees can participate in the same practices as Investor Relations, such as maintaining internal information, etc.

### **3.6) Treatment of other stakeholders such as financial institutions and credit rating companies.**

- Investor relations should provide information to other stakeholders on an equal basis, unless there is some other necessity in the course of business, such as

providing inside information in order to apply for a project loan from a financial institution. In this case, investor relations must act with caution and must ask those who receive inside information to sign a confidentiality agreement.

**4. Investor relations must perform their duties with professional honesty and integrity based on the principle of equality, without any discrimination based on any bribe that is personally motivated and favors personal interests over the interests of the company and related stakeholders.**

- Investor Relations Officers shall avoid any action that is contrary to the Company's interests, such as using the Company's assets or information for personal gain.
- Investor Relations Officers shall not seek personal gain from relationships and information obtained in the performance of investor relations duties for the Company.
- Investor relations must not be selfish in any form when selecting activities or participating in activities with external agencies, such as selecting to participate in roadshows with only certain securities companies that provide certain special privileges, etc.
- Investor relations shall comply with the policies and employee codes of conduct set by the listed company.

**5. Other matters**

- Investor Relations Officers should dress appropriately for the location and activities they are attending.
- Investor relations should not provide negative or defamatory information to competitors or other stakeholders.

## **Board of Directors Charter**

S11 Group Company Limited (Public Company) Realizing and giving great importance to good corporate governance, in addition to the Board of Directors having to strictly perform their duties in accordance with the Company's regulations. According to the Public Companies Act Pursuant to the laws related to securities and the stock exchange, etc. And in accordance with other relevant laws The Company has therefore established a corporate governance policy. To emphasize the roles and duties of the board of directors in accordance with the principles of good corporate governance as defined by the Stock Exchange of Thailand as follows:

### **1. Composition of the Board of Directors**

The Company's Board of Directors must consist of the following:

- 1.1 The Company's Board of Directors Must consist of at least 5 board members .and not less than half of the total number of directors must reside in the Kingdom of Thailand.
- 1.2 The Board of Directors consists of executive directors. Non-executive directors and independent directors, with at least 1 in 3 and not less than 3 independent directors . The qualifications of independent directors are in accordance with the rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.
- 1.3 Board of Directors Select one director to act as the chairman of the board.
- 1.4 Board of Directors Select one person to serve as the secretary of the Board of Directors. The secretary of the Board of Directors may or may not be a director.
- 1.5 The Board of Directors shall appoint a person to act as the Company Secretary. The company secretary may or may not be a director.

### **2. Scope and powers of the Board of Directors**

The scope and authority of the Board of Directors covers future subsidiaries and associates.

1. Perform duties in accordance with the law, objective Company regulations, Board of Directors Resolution and the resolution of the shareholders' meeting, With responsibility, Caution and honesty
2. Consider the details and give approval. Vision, Business strategy, Business direction, Business Policy, target, Guidelines, Operational plan and the company's budget and subsidiaries As prepared by the board and management
3. Supervise the administration and performance of Managing Director, Management Division Or any person which has been assigned to perform the aforementioned duties of the company, Subsidiary Company and associate companies To comply with the policies set by the Board of Directors
4. Follow up on the company's performance. Subsidiary Company and continuous joint ventures To comply with the Company's operational plans and budgets
5. Take action for the company and subsidiaries implement appropriate and efficient accounting systems. Including the provision of an internal control system and internal audit system
6. Prepare a balance sheet and profit and loss statement on The end of the Company's fiscal year and sign to certify the financial statements. To be presented to the shareholders at the annual general meeting For consideration and approval
7. Consider and approve the selection and appointment of the Company's auditors and subsidiaries and consider appropriate compensation As proposed by the Audit Committee Before being presented to the shareholders at the annual general meeting For consideration and approval
8. Establish a policy on corporate governance of the Company and subsidiaries in accordance with written principles of good governance and the effective implementation of such policies To ensure that the company Be responsible to all stakeholders with fairness.
9. Consider and approve the appointment of the company's personnel and subsidiaries that have qualifications and do not have prohibited qualifications as specified in the relevant laws
10. Appoint sub-committees such as Audit Committee or any other subcommittee and determine the powers and duties of such subcommittee to assist and support the performance of the duties of the Board. Including overseeing the operations of various subcommittees to ensure compliance with the charter and reviewing the corporate governance policy and evaluating the results at least once a year.



11. Consider determining and amending the names of directors who have the authority to sign and bind the Company.
12. Consider appointing the company's executives and subsidiaries ( by the Company's executives in accordance with the definitions set by the Securities and Exchange Commission or the Capital Market Supervisory Board ) and the Company Secretary Including consideration of compensation for the said executives.
13. Establish a policy framework for salary determination, salary adjustment, bonus determination, compensation and rewards for employees and delegate the Managing Director to determine the compensation of non-executive employees. Through the authorization manual
14. Set the authority and approval levels for transactions and operations. Related to the work of the company to the group or individual as appropriate. and to comply with relevant laws by creating a manual on approval authority and reviewing it at least once a year .
15. Seek professional opinions from external organizations. If necessary to make appropriate decisions
16. Promote the company's directors and executives. Participate in various seminar courses Etc. of the Thai Institute of Directors Association In the course related to the duties and responsibilities of directors and executives in addition The Board of Directors is also responsible for the supervision and management of subsidiaries and associated companies.
17. To enable the company to control and supervise management. and be responsible for the operations of subsidiaries and associates as if they were a unit of the company. Including measures to monitor the management of subsidiaries and joint ventures. The Company will have a mechanism to supervise its subsidiaries and affiliates, both direct and indirect, to take care of the Company's investment benefits. The following cases must be approved by the Board of Directors' Meeting or the Shareholders' Meeting ( as applicable ):
  - 17.1 Matters requiring approval from the Board of Directors' meeting
    - ( a ) Appointing or nominating persons as directors and executives in subsidiary or associated companies. The directors and executives nominated or appointed by the Company shall have discretion in considering voting in the meeting of the board of directors of the subsidiary and associated companies on matters relating to general management and normal business operations of the subsidiary and associated companies as the directors and executives of the

subsidiary and associated companies deem appropriate for the greatest benefit of the Company. Subsidiaries and Associates

In this case The directors and executives as per the above paragraph who have been nominated Must have qualifications role duty and responsibility and not having any untrustworthy characteristics as announced by the Securities and Exchange Commission regarding the determination of untrustworthy characteristics of the company's directors and executives.

- ( b ) In the event that a subsidiary agrees to enter into a transaction with a related person of the subsidiary, or items related to the acquisition or disposal of assets of a subsidiary company By enforcing the criteria specified in the relevant announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand by analogy.

The items from ( c ) to ( d ) are considered to be of material importance. That is to say It is an item that is in addition to the items in the annual budget which has been approved by the subsidiary company's board of directors. And if the transaction is entered into, it will have a significant impact on the financial position and operating results of the subsidiary company. Prior to the subsidiary company's board meeting Directors and executives appointed by the Company to hold positions in subsidiaries shall vote on the following matters: Must receive approval from the board of directors first. The following items are:

- ( c ) Transfer or waiver of benefits. Including the waiver of any claims against those who cause damage to the subsidiary company.
- ( d ) Sale or transfer of all or a significant part of the business of a subsidiary to another person.
- ( e ) Purchase or transfer of the business of another company to a subsidiary company.
- ( f ) Entry into action correct or terminate the contract regarding the lease of all or some important parts of the subsidiary's business Delegation of authority to another person to manage the business of a subsidiary company Or merging a business with another person with the aim of sharing profits and losses.
- ( g ) Rent or lease out the business or assets of all subsidiaries or a significant portion thereof

- ( h ) Borrowing moneyLending moneyLendingGuaranteeLegal transactions that bind subsidiaries to bear additional financial burdensIn the event that an outsider lacks liquidity or is unable to perform debt repayment or provide financial assistance in any other form to another person.
  - ( i ) Consideration of annual dividend payment.and interim dividends ( if any ) of subsidiaries
  - ( j ) Termination of subsidiary companyIn this caseIt must be the case that when calculating the size of the subsidiary 's business that is closed, it is compared with the size of the company. By enforcing the criteria specified in the announcement of the acquisition or disposal of assets of the Capital Market Supervisory Board and the Stock Exchange of Thailand by analogy.and is within the criteria for consideration and approval by the company's board of directors
  - ( k ) Amendment of the regulations of a subsidiary company
- 17.2 Matters that must be approved by the Company's shareholders' meeting with a vote of not less than three-quarters (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.Before the subsidiary enters into the transaction
- ( a ) In the event that a subsidiary agrees to enter into a transaction with a related person of the subsidiary.or items related to the acquisition or disposal of assets of a subsidiary companyBy enforcing the criteria as specified in the relevant announcements of the Capital Market Supervisory Board and the Securities Exchange Commission ( as applicable ) by analogy, it is within the criteria that it must receive approval from the shareholders' meeting of the company in accordance with the said criteria.
  - ( b ) Any other action which will result in the proportion of shareholding of the Company.Both directly and indirectly in subsidiariesIn any caseReduced to less than 50 percent of the paid-up registered capital of the subsidiary company
  - ( c ) Termination of business of a subsidiary companyIn this caseIt must be the case that when calculating the size of the subsidiary company that is closed, it is compared with the size of the company.By enforcing the criteria specified in the announcement of the acquisition or disposal of assets of the announcement of the Capital Market Supervisory Board and the announcement

of the Stock Exchange of Thailand by analogy, it is in the criteria that must be considered and approved by the company's shareholders' meeting.

( d ) Any other items which are not normal business items of the subsidiary company and which will have a significant impact on the subsidiary company.

18. The Company's directors shall continuously monitor the performance of subsidiaries and associates to ensure that they are in line with the plans and budgets, and follow up on subsidiaries to disclose information on related items and the list of acquired or disposed assets of the Company in full and correct manner
19. The Company's directors must arrange for subsidiaries that are engaged in core business. There is an appropriate and sufficiently rigorous internal control system. To prevent possible corruption in subsidiaries including allowing subsidiaries to have clear work systems in place. To demonstrate that the subsidiary has an adequate system for disclosing information. The continuous and reliable performance of significant transactions according to established criteria, and there are channels for the company's directors and executives able to obtain information of subsidiaries to monitor operating results and financial position. Transactions between subsidiaries and directors and executives of subsidiaries and effectively perform significant transactions of subsidiaries in addition. Subsidiaries must be provided with a mechanism to monitor such work systems in the subsidiaries. By providing a team of internal auditors and independent directors of the company direct access to data and to report the results of the inspection of the said system to the Company's directors and executives. To ensure that subsidiaries consistently comply with the established work systems.

In this case Delegation of powers, duties and responsibilities of the Board of Directors There will be no authorization, or grant sub-authorization that allows the Board of Directors or the authorized representative of the Board of Directors to approve items in which they or persons may have conflicts of interest ( as defined in the Board of Directors' announcement) SEC or the Capital Market Supervisory Board announcement) may have an interest .Or may receive benefits in any form Or may have any other conflict of interest with the Company, or subsidiaries of the Company Except for approval of items that comply with the policy and the criteria that the shareholders' meeting or the board of directors has considered and approved

### 3. Election of directors and tenure of office

#### Qualifications of the Board of Directors

Persons who will hold the position of director of the Company must be knowledgeable, capable and ready to perform their duties and have at least the following qualifications:

- (a) Have qualifications and do not have prohibited characteristics according to the Securities and Exchange Act or the criteria set by the Securities and Exchange Commission, including not having characteristics that indicate a lack of suitability to be trusted to manage the company by shareholders, as determined by the SEC.
- (b) Have knowledge, skills or experience in related businesses or in finance, accounting, management or other fields that the committee deems appropriate. In addition, it must have qualities that are consistent with the company's business strategy.
- (c) Able to devote sufficient time to the company in which he/she is a director and give full attention to the performance of his/her duties and responsibilities, especially in making important decisions and performing duties for the benefit of the company, and to attend all Board meetings and shareholders' meetings, except in cases of necessity or force majeure.
- (d) Be a person with morality, ethics and any other qualities that may be additionally specified by law or as the Board of Directors deems appropriate.

The election of the Company's directors shall be carried out by a meeting of shareholders. By using a majority vote, this shall be done according to the following criteria:

- 3.1 Each shareholder has 1 vote per 1 share .
- 3.2 In electing directors, the method of voting may be to elect directors individually or several directors at a time, as the shareholders' meeting deems appropriate. However, in each vote, shareholders must vote with all the votes they have according to Section 1 and cannot divide their votes to any person in any amount. Therefore, shareholders cannot divide their votes in the election of directors. To allow any person to vote in accordance with Section 70 , paragraph one of the Public Company Act ( NON-CUMULATIVE VOTING)

- 3.3 In voting for the election of directors, a majority vote shall be used. In the event of an equal number of votes, the chairman of the meeting shall have the deciding vote.
- 3.4 The term of office of the Board of Directors shall be as specified in the Company's regulations. Directors who resign under this clause may be re-elected to the position, in addition to resigning from the position by the expiration of the term. The board of directors shall cease to hold office when:
- ( a ) died
  - ( b ) Resign
  - ( c ) Lacking qualifications or having prohibited characteristics according to the Public Limited Company Act and/or the Securities and Exchange Act.
  - ( d ) The meeting resolved to dismiss.
  - ( e ) The court has ordered the dismissal.
- 3.5 When any director resigns from his/her position, he/she may submit his/her resignation letter to the registrar.

#### **4. Board meeting**

The board of directors' meetings are as follows:

- 4.1 Board of Directors A meeting must be held to acknowledge the company's performance at least every 3 months, with the meeting schedule set in advance throughout the year, starting at the end of the year before the next year's meeting. The board must express its opinion and use discretion independently. The board of directors should attend all meetings except in cases of force majeure, which must be notified to the secretary of the board of directors in advance. The company must report the number of times the board of directors attends meetings in the annual report, in which each board meeting. To inform all committee members in advance The Company Secretary shall send meeting invitation letters to all directors. To inform you about Date, time, location and agenda of the meeting, to be sent at least 7 days in advance. and is the person who collects meeting documents from the board of directors and management to be sent to the board of directors at least 5 days in advance. and such documents must provide sufficient information for the Board to make

decisions and exercise independent judgment. The Company Secretary shall take notes of the meeting agenda. To prepare a meeting report which must contain complete content and completed within 30 days from the date the meeting was completed. To be submitted for the signature of the Chairman of the Board of Directors. And there must be a good storage system that is easy to search and can keep secrets well.

- 4.2 Which directors have a stake in the matter? No right to vote on that matter.
- 4.3 A meeting of the Board of Directors must consist of not less than half of the total number of Directors to be considered a quorum. The minimum quorum for the Board of Directors to vote at the meeting must be not less than 2/3 of the total number of Directors. In the event of an equal number of votes, the chairman of the meeting shall cast one additional vote as the deciding vote. However, Opinions of other directors Those not voted in favor shall be stated in the meeting report.

## **Audit Committee Charter**

Board of Directors of S11 Group Public Company Limited Recognizing the importance of good corporate governance Therefore, consideration has been given to appointing an audit committee. Consisting of an independent board of directors Responsible for monitoring the company's operations. Review the effectiveness of internal controls to ensure the operations of various units. It is efficient. Legal In accordance with good operating procedures The business administration is carried out properly. Effective and achieve maximum efficiency The Audit Committee also performs its duty to review the Company's financial statements. In conjunction with the auditor To ensure that the Company's financial reports Reliable Information is disclosed completely and accurately in accordance with relevant standards and regulations. To build confidence and credibility among investors and stakeholders that There is careful monitoring and supervision of the business. Be fair transparent and conducting business in accordance with the principles of good corporate governance, the Board of Directors therefore sees fit to establish the Audit Committee Charter. As follows

### **1. Composition of the Audit Committee**

The Company's audit committee must consist of: As follows

- 1.1 The Audit Committee shall consist of the Company's directors. No less than 3 independent persons
- 1.2 The Audit Committee has appropriate skills and expertise for the assigned tasks. Audit Committee At least one person to be examined must have knowledge, understanding or experience in accounting or finance.
- 1.3 The Company's Board of Directors shall select and appoint one Audit Committee member as the Chairman of the Audit Committee.
- 1.4 The Internal Audit Manager shall act as the secretary of the Audit Committee by position.

### **2. Qualifications of the Audit Committee**

The audit committee must have the following qualifications:



- 1) Appointed by the board of directors or shareholders' meeting of the applicant to be an audit committee member.
- 2) Being an independent director in accordance with the announcement of the Capital Market Supervisory Board T.C. 28/2008 subject Application for and permission to offer newly issued shares No. Sor Thor. 28/2008 including the following additional amendments :
  - (a) Holding shares not exceeding one percent of the total number of voting shares of the Company Large Company Subsidiary Company Associated Company Major shareholders or the company's authorized controller In this case Include the shareholdings of related persons of that independent director. too
  - (b) Not being or having been a director involved in the management of the company employee Salaried Consultant or the company's authorized controller Large Company Subsidiary Company Associated Company Subsidiary companies of the same rank Major shareholders Or the company's authorized person Unless the person has been free from such characteristics for no less than two years prior to the date of filing the application with the Securities and Exchange Commission. In this case The above prohibited characteristics do not include cases where the independent director was once a civil servant. Or a consultant to a government agency which is a major shareholder or the company's authorized controller
  - (c) Not a person related by blood or by legal registration In the manner that is Parents Spouses sibling and children Including the spouses of the children Of the executives Major shareholders Controlling Authority or a person who will be proposed to be an executive or person with controlling power of the Company or subsidiary companies
  - (d) There is no or never had a business relationship with the Company. Large Company Subsidiary Company Associated Company Major shareholders or the company's authorized controller In a manner that may interfere with the exercise of one's independent judgment. Including not being or having been a significant shareholder or a person with controlling power of a person having a business relationship with the Company Large Company Subsidiary Company Associated Company Major shareholders or the company's authorized controller Unless the person has been free from such characteristics for no less

than two years prior to the date of filing the application with the Securities and Exchange Commission. Such business relationship including normal business transactions to conduct business, renting or leasing real estate, list of assets or services, or providing or receiving financial assistance, by receiving or lending guarantee, providing assets as collateral for debt, including other similar behaviors, which results in the company or the contracting party has a debt that must be paid to the other party. From three percent of the Company's net tangible assets or from twenty million baht and up, whichever amount is lower. In this case, the calculation of such debt burden shall be in accordance with the method of calculating the value of related party transactions as announced by the Capital Market Supervisory Board on the criteria for related party transactions, by analogy. But in considering such debt burden, include debts 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, Large Company, Subsidiary Company, Associated Company, Major shareholders or the company's authorized controller, and not being a significant shareholder, Controlling Authority, or a partner of an auditing firm, which has the company's auditors, Large Company, Subsidiary Company, Associated Company, Major shareholders or the company's authorized controller. Belongs to, unless the person has been free from such characteristics for no less than two years prior to the date of filing the application with the Securities and Exchange Commission.
- (f) Not being or having been a professional service provider of any kind. This includes providing services as a legal advisor or financial advisor, which received service fees of more than two million baht per year from the company, Large Company, Subsidiary Company, Associated Company, Major shareholders or the company's authorized controller, and not being a significant shareholder, Controlling Authority, or a partner of that professional service provider. Unless the person has been free from such characteristics for no less than two years prior to the date of filing the application with the Securities and Exchange Commission.
- (g) Not being a director appointed to represent the Company's directors. Major shareholders or shareholders who are related to major shareholders

- (h) Not engaging in any business of the same nature and in significant competition with the Company's business, or subsidiary companies or not being a significant partner in a partnership Or be a director who participates in the management employee employee Consultants who receive a regular salary or hold more than one percent of the total number of voting shares of another company. which is engaged in businesses of the same nature and in significant competition with the Company's business or subsidiary companies
- (i) There are no other characteristics that prevent the expression of independent opinions regarding the Company's operations.
- (j) Not being a director assigned by the Board To make decisions on the company's operations Subsidiary Company Associated Company Subsidiary companies of the same rank Major shareholders or the company's authorized controller and
- (k) Not a director of Subsidiary Company Or a subsidiary company of the same rank which is a registered company only

in addition At least one independent director serves as an audit committee member .Must be a person with sufficient knowledge and experience in accounting or finance to be able to perform the duty of reviewing the reliability of financial statements. in addition Company Other qualifications will also be considered, such as business experience, business-related expertise, and ethics, etc.

### **3. Scope of power and duties**

- 3.1 Review financial reports to ensure that: Accurate and reliable Including adequate disclosure of information By coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports
- 3.2 Review the Company's internal control system. To be appropriate and effective and may recommend that any items be reviewed or audited as deemed necessary and important. and submit recommendations on the improvement of the internal control system that are important and necessary to the Board of Directors, which will be reviewed jointly with the external auditors. and the Internal Audit Department Manager

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- 3.3 Review compliance with the Securities and Exchange Act.or the requirements of the Stock Exchangepolicyruleorderrulesand other lawsRelated to the company
  - 3.4 Consider selecting, proposing appointments, terminating the employment of the Company's auditors and proposing remuneration of such persons to the Board of Directors, including attending a meeting with the auditors without the management present at least once a year.
  - 3.5 Review the Company's internal audit plan.According to generally accepted methods and standards
  - 3.6 Consider related party transactions or transactions that may have conflicts of interest to ensure that they comply with the law and the regulations of the Stock Exchange of Thailand, to ensure that such transactions are reasonable and of the utmost benefit to the Company.
  - 3.7 Review the Company's risk management system to ensure it is appropriate and effective.
  - 3.8 Report on the performance of the audit committeeInform the Board of Directors at least 4 times a year.
  - 3.9 Give approval to consider, appoint, transfer, or dismiss the head of the internal audit unit or any other responsible unit.
  - 3.10 In performing duties within the scope of dutiesThe Audit Committee shall have the power to invite the management, executives or employees of the Company to provide opinions.Attend meetings or submit documents deemed relevant or necessary.
  - 3.11 To have the authority to hire consultants.Or an outsider in accordance with the company's regulations to provide opinions or advice if necessary.
  - 3.12 Prepare the audit committee's corporate governance report.As disclosed in the company's annual reportThe report must be signed by the Chairman of the Audit Committee.
  - 3.13 The Audit Committee shall evaluate its performance through self-evaluation.and report the evaluation results together with any problems or obstacles in the performance of duties that may cause the performance to fail to achieve the objectives of establishing the audit committee to the Board of Directors every year.
  - 3.14 Review and improve the Audit Committee Charter.
  - 3.15 Perform other duties as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

#### **4. Term of office**

The terms of office of the Audit Committee are as follows:

- 4.1 The Audit Committee shall have a term in office of 3 years. The Audit Committee members who have left their positions by the expiration of their term may be re-appointed in addition to leaving their positions by the expiration of their term as stated above. The Audit Committee shall cease to hold office when:
- (1) dead
  - (2) Resign
  - (3) Lacking the qualifications to be an audit committee member in accordance with this charter. Or according to the criteria of the Stock Exchange of Thailand
  - (4) The term of office of the Company's director has expired.
- 4.2 Any Audit Committee member who wishes to resign from his/her position must submit a resignation letter to the Chairman of the Board of Directors, with at least one month's notice, along with reasons, and the Board of Directors shall approve the resignation. The Company shall notify the Stock Exchange of Thailand of the resignation together with a copy of the resignation letter. In the event that all Audit Committee members vacate their positions, the Audit Committee members who have vacated their positions must continue in their positions until a new Audit Committee takes office.
- 4.3 In the event that the position of Audit Committee member becomes vacant for reasons other than the expiration of the term The board of directors shall appoint a qualified person to be the audit committee member within 90 days. To ensure that the number of audit committee members is complete as determined by the Board of Directors. The person who replaces the Audit Committee member shall remain in the position for only the remaining term of the Audit Committee member whom he replaces.

#### **5. Meeting**

The Audit Committee meetings are as follows:

- 5.1 To hold an audit committee meeting To consider financial statements, audit reports, internal reports and other matters. At least 4 times a year Or have the chairman of the audit committee call a special meeting. To consider other urgent matters As you see fit
- 5.2 Audit committee members who have a stake in any matter No right to vote on that matter.
- 5.3 Voting at the Audit Committee meeting shall be based on the majority vote. In the event of an equal number of votes, the chairman of the meeting shall cast one additional vote as the deciding vote. However, Opinions of other auditors Those who do not vote in agreement shall be presented as dissenting opinions to the Board of Directors.
- 5.4 The Chairman of the Audit Committee shall report the meeting results to the next meeting of the Board of Directors for acknowledgement every time.
- 5.5 To the Secretary of the Audit Committee or a person assigned Be a meeting recorder

## **6. Audit Committee Report**

- 6.1 The Audit Committee shall report its performance to the Board of Directors at the Board of Directors' meeting.
- 6.2 In performing the duties of the Audit Committee If you find or have any doubts that If there are any of the following items or actions which may have a material impact on the financial position and performance of the Company, the Audit Committee shall report to the Company's Board of Directors for making corrections within the period that the Audit Committee deems appropriate:
- (1) List of conflicts of interest
  - (2) Corruption Or there is something wrong or there is a significant deficiency in the internal control system
  - (3) Violation of the law. or any requirements of the Stock Exchange of Thailand and other related laws
- 6.3 If the Audit Committee reports to the Board of Directors anything that has a material impact on the financial position and operating results. And there has been a discussion with the board of directors and executives that improvements must be made. When the mutually agreed time has elapsed If the Audit Committee finds that there has been neglect of such corrective action without reasonable

cause, Any of the Audit Committee members may report such findings directly to the Securities and Exchange Commission. Or the Stock Exchange of Thailand

## **7. Reporting of listed companies to the Stock Exchange**

### **7.1 Appointment of the Audit Committee**

7.1.1 Report on the resolutions of the Board of Directors' meeting To the appointment of the audit committee Ready to submit a form announcing the names and scope of the audit committee in accordance with the requirements of the Stock Exchange of Thailand.

7.1.2 Submit the certification and history of the audit committee. Along with reporting the resolution of the appointment of the audit committee to the Stock Exchange of Thailand Within the time period stipulated by law Since the date the Board of Directors resolved to appoint the Audit Committee

### **7.2 Changes in Audit Committee Members**

7.2.1 Report on the resolutions of the Board of Directors' meeting Regarding changes in audit committee members To the Stock Exchange As per the requirements of the Stock Exchange of Thailand

7.2.2 Submit the certification and history of the audit committee. For newly appointed audit committee members With the report of the resolution to appoint the audit committee

7.3 Report the resolution of the Board of Directors' meeting on changes in the duties and scope of operations of the Audit Committee to the Stock Exchange of Thailand. As per the requirements of the Stock Exchange of Thailand Within 3 days from the date of the resolution of the Board of Directors regarding such changes.

## **Internal Audit Charter**

S11 Group Public Company Limited realizes the importance of having an effective internal control system and internal audit. Therefore, the Charter of the Internal Audit Department has been established to enable the said department to perform its duties strongly and independently, including defining the organizational structure or reporting line, the status of the organization, and the scope of responsibilities of the said department to be clear, in order to be consistent with the size, strategy, and overall risks of the organization, as well as to facilitate the effective performance of the control, supervision, and audit functions, as detailed below.

### **Definition**

**Internal auditing** means work related to creating confidence by examining and evaluating the effectiveness and efficiency of internal controls, including reporting performance and providing advice in a fair and independent manner.

**Internal auditor** means an officer in an organization who acts as a tool or consultant for the management. His mission is to inspect, analyze and evaluate work systems and various activities, as well as provide information and suggest measures to improve that are beneficial to the organization, focusing on efficiency, effectiveness and savings.

### **Scope of powers, duties and responsibilities of the internal audit unit**

1. Setting goals and preparing important documents used in internal audit operations
  - 1.1. Set goals, directions and missions of internal audit work to support the management and operations of various aspects of the Company in accordance with the policies of the Company and the Audit Committee and business strategies, taking into account good corporate governance, the efficiency of risk management and the adequacy of the Company's internal control system.
  - 1.2. Prepare an audit plan that is flexible enough to accommodate new risks and significant changes that may occur in the future and submit the plan for consideration and approval by the independent audit committee. The plan specifies the audit objectives, audit points, scope and frequency of the audit, required resources, and the audit duration for each task, etc. The



Company reviews the audit plan as necessary and appropriate to keep up with the changing context that may significantly affect the internal audit work.

- 1.3. Prepare other documents used in internal auditing, such as the Audit Program and Internal Control Questionnaire . The Company reviews and updates them regularly to keep up with new developments in auditing techniques and to align with changing risk characteristics and business models. Although these documents may have different names and details, as long as they have the same purpose, they are considered valid.
- 1.4. Create a training plan and training budget to promote and support the regular training and development of personnel of the internal audit unit regarding internal auditing professional standards, increase knowledge and skills that are sufficient and beneficial to the work, including job rotation between internal control units such as risk management units or compliance units, etc., to exchange perspectives and experiences.
- 1.5. Assess the risk of the inspection point to determine the inspection cycle, inspection method, frequency, scope of the inspection work and prioritize it according to the risk and significance. When there is an event that may cause the risk of the inspection point to change, the Company reviews and re-assesses the risk to determine the appropriate inspection cycle, inspection method and frequency.
- 1.6. Establish a clear scope of internal audit work that is appropriate for risk factors, with an appropriate level of sampling, covering the effectiveness of the internal control system, reliability and accuracy of data, prevention or detection of fraud, errors, omissions and other irregularities from the beginning, including tools used to protect assets, and must cover all activities of the Company, including branch activities or activities that have the potential to cause errors or significant damage, and hiring business partners ( Business Partner).

In addition, the Internal Audit Department can expand the scope of internal audit work or conduct additional investigations if it receives information from internal or external sources regarding suspicious activities or transactions or actions that may lead to fraud or cause serious damage to the Company or if it finds any checkpoints or activities that have a high risk of causing fraud, errors, omissions and other irregularities.

## 2. Internal audit operations

2.1. Internal auditors review the effectiveness and efficiency of internal operations and systems, such as risk management and internal systems, information system audit, information technology risk management, and good governance, and develop procedures for evaluating the accuracy of risk measurement methods, the adequacy of control and reporting systems, and compliance with approved internal policies and procedures.

2.2. Internal auditors examine and review the reliability and completeness of data, reporting processes, accounting records and reconciliations in accordance with accounting standards, and review the tools used to identify, value, classify and report such data.

If there are any issues that require special attention, the Internal Audit Department will ensure that the data used is correct, reliable, timely and complete, and that the preparation process complies with standards and procedures for controlling record keeping in order to provide information to executives for timely decision making.

2.3. Internal auditors examine various management aspects ( Management Audit) that are consistent and appropriate with business operations and in accordance with the principles of good management and governance, such as auditing management systems, planning, and management in accordance with the organization's strategic policies, operating standards, and controlling the use of budgets and resources for maximum benefit and efficiency, including auditing non-revenue generating work and work that may have unreasonable costs, etc. In addition, internal auditors have followed up to ensure that the management has prepared an action plan to correct various deficiencies and followed up on the results after the audit to ensure that the plan has been put into practice.

2.4. Internal auditors examine or participate in examining fraud, errors, omissions and other irregularities or potential conflicts of interest or opportunities for fraud, and the effectiveness of the management of risks resulting from fraud. Internal auditors also examine the fact-finding process to ensure compliance with the internal regulations or rules, and review and improve the control system to prevent fraud or irregularities or errors that may occur in the future. If the internal audit unit finds or has doubts about transactions or actions that may lead to fraud or cause significant damage to the company's status, operations or reputation, fraud, conflicts of

interest, or finds significant deficiencies in the internal control system, it must report and provide comments to the Audit Committee, the highest-ranking executive, in accordance with the hierarchy determined by the company immediately.

2.5. Internal auditors review the Company's asset control and protection systems that may be affected by events such as theft, natural disasters, cyber threats, data leaks, or unauthorized use or distribution, and verify the existence of assets of which the Company is the beneficiary.

3. Provide advice or recommendations on various matters to the management with the aim of adding value and improving work processes, risk management, internal control, good corporate governance and compliance with laws, rules and other regulations, including information technology risks and internal control, both as part of the audit work and providing specific advice within the scope mutually agreed upon.
4. Establish good relationships and communicate with internal and external agencies regarding internal audit work, such as the Company's independent committee and senior executives, the audited agency, external auditors, the Bank of Thailand, and government regulatory agencies, etc.
5. Meet with the auditors, the audit committee and relevant departments to ensure that the scope of the audit covers material matters appropriately and reduces duplication of work.
6. Coordinate with the departments responsible for strategy and risk management.
7. The head of internal audit must support internal auditors to develop necessary knowledge and skills. To perform duties in accordance with professional responsibilities in order to be able to perform duties
8. Comply with international standards of internal auditing professional practice.
9. Report preparation, quality control and certification of work and document preservation.

9.1. Internal auditors prepare accurate and complete audit reports, which should at least include the objectives, scope, audit results with root cause analysis of corruption problems, errors, omissions and other irregularities, as well as comments or suggestions of the internal audit unit obtained from discussions with the management of the audited unit. The head of the internal audit unit reviews and approves the complete audit results for timely submission to relevant persons.

9.2. Internal auditors prepare an interim audit report to inform the audit committee and top executives and order corrections as soon as possible if any defects or fraud are found in the audit

work that has not yet been completed, with sufficient supporting evidence and if no action is taken, it may result in damage to the company.

- 9.3. Internal auditors monitor and report progress in implementing the plan to correct problems and deficiencies found during the audit to the Audit Committee continuously so that timely improvements can be made. However, if it is found that the plan has not been followed, a report must be made in order of importance.
- 9.4. Internal auditors provide quality control and certification to assess the quality of the internal audit process and the performance of the internal audit unit. The unit conducts self-evaluations annually and reports to the Audit Committee on the annual performance, key issues found and recommendations for that year, including problems and obstacles from the performance. In addition, the Company has established mechanisms to control the quality of internal audit work, such as using internal quality checks among workers, etc.
- 9.5. Internal auditors shall keep documents, working papers or information related to the audit process for reference or litigation purposes confidential and shall disclose them only with the permission of the Audit Committee.

#### **Qualifications and appointment of the head of the internal audit unit**

1. Qualifications of the Head of Internal Audit The head of internal audit must have a status in the company that is high enough to be able to perform the duties of checking and balancing effectively. The head of internal audit must be a person with knowledge and expertise in internal auditing, have good experience in auditing work, and have knowledge and understanding of the business and the organization.

In addition, the head of the internal audit unit must have appropriate qualifications and abilities (Fit and Proper) and must not have prohibited characteristics as specified in the Bank of Thailand's announcement on the criteria for consideration of approval of the appointment of a managing director or person with management authority.

2. Internal auditors must have knowledge, understanding and skills appropriate to the scope of internal audit work, such as finance, accounting, business administration, internal auditing, audit professional standards, management and risk management, as well as relevant laws and

regulations, internal practices and regulations. In addition, they should have knowledge or experience in information technology systems and have knowledge or skills in other areas that will support internal audit work to be effective.

3. Internal auditors must be eager to learn and develop knowledge and skills that are beneficial to internal auditing at all times in order to keep up with changes, such as knowledge of new innovations, including the use of technology in data analysis ( Data Analytics) to support operations to be more efficient and faster.
4. Internal auditors must have an internal auditing code of ethics that should be adhered to and maintained in accordance with the principles of honesty ( Integrity), objectivity ( Objectivity) , confidentiality ( Confidentiality) , competence ( Competency) and appropriate professional care (Exercise Due Professional Care) , including not performing any actions that will bring disrepute to the internal auditing profession or create conflicts of interest or not participating or being involved in inappropriate activities.
5. Appointment, transfer, removal of the head of the internal audit unit The Audit Committee must approve the appointment, transfer, removal and performance evaluation of the head of the internal audit unit.

### **Annual audit plan**

The Internal Audit Department prepares the annual audit plan (work plan) by prioritizing the work within the audit universe according to the risk base, which is consistent with the overall strategy and risk assessment of the company. It must discuss with the Audit Committee and seek opinions from the management to consider preparing the work plan under the consideration of efficient allocation of audit resources and submit the work plan to the Audit Committee for consideration and approval within December of each year.

In addition, the head of the internal audit unit must review and adjust the plan as necessary, including when there is a significant change in the plan during the year, to submit it to the management before submitting it to the audit committee for consideration and approval again . If the management has additional comments or suggestions, the management's comments must be submitted to the audit committee for consideration , and the internal audit unit must work according to the approved plan, including other tasks additionally assigned by the audit committee.

**External assessment plan**

To have the quality of internal audit operations evaluated by an external party every 5 years.

**Reporting on the performance of the internal audit unit**

The internal audit unit shall prepare an audit report presenting observations, identifying risks and impacts, as well as recommendations and guidelines for improvement of the audited unit, to the head of the internal audit unit and the audit committee within a reasonable time, but not exceeding 3 months from the date the audit is completed. In the event that the issues found are issues that will have a detrimental effect on the company and stakeholders, the audit results shall be reported immediately, as well as supervising and monitoring the implementation of the specified improvement guidelines. In addition, the internal audit unit shall report the results of the work according to the plan, including important issues such as the efficiency and effectiveness of risk management, the corruption risk management system, the whistleblowing system, internal control, good corporate governance, compliance with laws, rules, and other regulations, to the audit committee on a quarterly basis.

**Compliance with professional standards**

The Internal Audit Function operates in accordance with The IIA 's International Professional Practices Framework (IPPF) and complies with applicable laws and regulations in the industries in which the Company operates.

## **Compliance Unit Charter**

S11 Group Public Company Limited adheres to conducting business with honesty, integrity, transparency, and fairness, and strictly complies with laws, rules, regulations, orders, and announcements from both inside and outside the organization to ensure smooth and sustainable business operations. Supervising internal departments to comply with laws, rules, regulations, and related regulations is the duty of the regulatory compliance unit to ensure that business operations are continuous and clear.

The Company has therefore established a charter for the regulatory compliance unit to serve as a guideline for operations in managing risks that may arise from non-compliance with the rules and to enable relevant units to understand the roles and responsibilities of such units and to cooperate in performing their duties appropriately, with details as follows:

### Roles, duties and responsibilities of regulatory compliance bodies

The Compliance Supervisory Unit has a role, duty and responsibility to supervise personnel and internal departments to operate in strict accordance with the laws, rules, regulations, orders and announcements related to both inside and outside the organization. The Company has therefore defined the roles, duties and responsibilities of the Compliance Supervisory Unit as follows:

1. Study the laws and regulations applicable to the Company's business operations and continuously monitor changes in such laws and regulations.
2. Supervise the performance of personnel to comply with the rules, regulations, orders and regulations issued by the Company under internal and external regulations, as well as provide suggestions and guidelines for prevention and correction, including reporting the results of supervision to the executives and/or the relevant committees.
3. Communicate, train, provide knowledge and advice to employees to promote awareness of proper work practices in accordance with laws, rules, regulations, orders, announcements, codes of conduct, practices and standards related to their own responsibilities, both from within and outside the organization, including the impacts that may arise from not complying with such laws and regulations. Also, act as a contact center to provide advice and answer questions to employees.

4. Provide opinions, advice and consultation to various departments so that the preparation of internal rules, issuance of regulations, orders, announcements and regulations, as well as the Company's new business operations are consistent with and correct according to the rules of external organizations currently in force, by reviewing and amending them to keep up with changes in the rules in force at all times.
5. Provide advice to executives on laws, regulations, rules, orders, announcements, practices and standards of business operations, including informing executives without delay in the event of changes in such laws, regulations, rules and standards of operations.
6. Identify, investigate and assess operational risks to comply with laws, regulations and rules related to business operations. This includes setting a plan to audit compliance with laws and corporate regulations in line with the overall level of non-compliance risk, and reporting the audit results to the Board and relevant executives.
7. Review the accuracy and reliability of legal information that internal agencies report to external organizations.
8. Regularly review the Company's compliance governance principles to ensure they are in line with international practices and recommendations from the Board, internal audit unit, and external organizations, including making recommendations for the development of the Company's compliance governance principles to the relevant committees for approval.

#### Guidelines for Compliance Supervision Work

##### 1. Be independent

- The Compliance Unit operates independently of all other units within the Company to ensure that the Company complies with the law. Strict rules and regulations set by external organizations and consistent with the Company's business plans.
- The compliance unit has a clear and formal structure and reporting line, is independent, and can perform compliance oversight tasks completely and effectively.
- The Compliance Unit is independent in reporting its performance to the management regarding non-compliance with the relevant regulations, taking into account the benefits of correcting the deficiencies and the impacts of such non-compliance, including the possible damages.
- Compliance officers shall not act or participate in any consideration of any matter in which they have a direct or indirect interest or may give rise to a conflict of interest.



2. Have the right to access information, documents, agencies and personnel.

- Compliance officers have access to the Company's necessary information and documents for the purpose of carrying out their compliance duties.

- Compliance agencies can access relevant agencies and personnel to request cooperation in reviewing the performance of such agencies if it is considered that there may be a risk of non-compliance with relevant regulations.

3. Human resources and personnel qualifications are allocated according to roles, duties and responsibilities.

- Have knowledge and understanding of laws, rules, and regulations of related organizations. Be able to analyze and evaluate the impact of such laws, rules, and regulations on the operations of the company, including communicating to executives and personnel to understand the risks of operations that do not comply with the laws, rules, or regulations related to that, and be able to provide assistance or advice to correct deficiencies.

- Receive knowledge and training about laws, rules and regulations of the organization regularly.

4. Coordination and communication with regulatory agencies and inspection agencies. Both inside and outside the company

The Compliance Unit may coordinate with other units both within the organization, such as the Internal Audit Unit, the Risk Management Unit, and externally, such as the Bank of Thailand, the Stock Exchange of Thailand, the Securities and Exchange Commission, to monitor changes in laws, rules, regulations, orders, announcements in a timely manner and to create knowledge and understanding of such laws and regulations so that the company can comply correctly.

#### Regulatory compliance reporting

The Compliance Unit is responsible for reporting compliance results to the Managing Director and the Audit Committee in a timely and appropriate manner, reporting to the Managing Director quarterly and/or when events occur and reporting a summary report to the Audit Committee quarterly.

## **Oversight Risk Management Committee Charter**

The Board of Directors of S11 Group Public Company Limited has resolved to appoint the Risk Management Oversight Committee as a subcommittee of the Company to support and implement the Company's risk management process to be efficient and effective and within an acceptable risk level, as well as linking it with the internal control system and good corporate governance to create efficient and worthwhile use of resources and support the creation of value for the Company and stakeholders from the Company's operations. Therefore, it is deemed appropriate to establish the charter of the Risk Management Oversight Committee as follows:

### **1. Composition of the Risk Management Oversight Committee**

The Risk Management Committee shall consist of the following components:

- 1.1 It must consist of members representing various departments, including at least 3 senior executives appointed by the board of directors.
- 1.2 The Board of Directors shall appoint a person who is a member of the Risk Management Oversight Committee to be the Chairman of the Risk Management Oversight Committee.

### **2. Qualifications of Risk Management Supervisors**

The Risk Management Committee must have the following qualifications:

- 2.1 Appointed by the Board of Directors
- 2.2 Have knowledge, experience and expertise in the company's business and other areas.
- 2.3 Be mature and stable, dare to express different opinions, and be independent.
- 2.4 Able to devote time to performing duties

### **3. Scope of power and duties**

The Risk Management Oversight Committee has the following powers and duties:

- 3.1 Establish risk management policies and the overall risk management framework of the Company, which covers risks that are significant to the business.

- 3.2 Establish strategies that are consistent with risk management policies by being able to assess, monitor, and control the company's overall risks to an acceptable level.
- 3.3 Support and promote cooperation in the overall risk management of the Company and review the adequacy of the overall risk management policy and system, its effectiveness and compliance with the policy.
- 3.4 Organize a systematic and continuous assessment and analysis of potential damages, both in normal and crisis situations, to ensure that risk assessment covers all steps of business operations.
- 3.5 Support and develop risk management continuously throughout the organization and in accordance with international standards.
- 3.6 Report to the Board of Directors on any matters that need to be improved or corrected in order to be consistent with the established policies and strategies.
- 3.7 Perform other duties as assigned by the Board of Directors.

#### **4. Meeting of Risk Management Oversight Committee**

The Risk Management Committee shall determine the number of meetings as appropriate to perform its assigned duties, but shall not be less than two meetings per year.

#### **5. Reporting of the performance of the Risk Management Oversight Committee**

The Risk Management Committee has a duty to regularly report the results of its duties or any issues as deem appropriate to the Board of Directors for acknowledgement and shall prepare the performance report in the previous year to disclose in the Company's 56-1 One Report.

#### **6. Charter Reviewing**

The Oversight Risk Management Committee would regularly assess the sufficiency and review the appropriateness of charter every year in order to ensure that the content in charter is according to the specified risk objectives and the Company's management. The significantly revised charter will propose to the Board of Directors for approval.

## **Sustainability Committee Charter**

### **Introduction**

The board of Director has appointed the sustainability committee to perform duty in setting the policy, supervising and promoting the operation regarding the Company's sustainable development together with giving an advice and specifying the guideline in compliance with the Company's sustainable development appropriately, transparently and building balance in Environment, Social and Governance (ESG) dimension to be the operational framework for all director, management and employees.

The sustainability committee has a duty to strengthen and supervise the process in driving business to sustainability in corporate level to ensure that the Company could run business with effective, conform to the business trend, policy and strategy. Moreover, in order to support the Company's business to develop continuously, create long-term value and response to all stakeholders' need, provide the good corporate governance, transparency and fairness by considering the responsible for economy, society and environment, building confidence, believe and reliable to the public in order to manage the organization to grow with sustainable.

The Board of Director has deem appropriate to set the sustainability committee charter to collect and specify the scopes, authorities, responsibilities and working guidelines according to the Board of Director's assignment with efficiency and effectiveness.

### **1. Component of Sustainability Committee**

The sustainability committee shall consist of the following components:

- 1.1 The Board of Director appoints sustainability committee which consists of at least 1 Board of Director's member. The number of sustainability committee member should be effectively appropriate with the specified authorities and responsibilities.
- 1.2 The Chairman of sustainability committee is a member of the Board of Director (representative from the Board of Director).

## **2. Qualification of Sustainability Committee**

2.1 Having reliable and be generally accepted, having qualification and have no prohibited characteristics according to the Public Limited Companies Act and other related laws.

2.2 Having knowledge and capability, understanding the business, duties and responsibilities or having experience caused benefit to the performing duties regarding sustainable operation which will create added value or mutual benefit.

2.3 Could devote sufficient time in performing duties and use their own discretion freely targeting to support the Company to apply the working experience to achieve the sustainable management objectives and targets.

## **3. Scopes, Authorities and Responsibilities**

3.1 Setting the principles, policies, targets, strategies, operations and practices which were appropriate to the Company conforming to the best practice specified by laws and national standards.

3.2 Giving the suggestion and advice in setting the Company's sustainable development policy framework, strategy, guideline and plan to be standard, could achieve the specified objectives and targets as well as giving the useful suggestion in the Company's sustainable development.

3.3 Strengthening the knowledge and understanding regarding the sustainable development to director, management and employees together with supporting the Company's execution to be conform to the important principles and practices regarding the sustainable development.

3.4 Communicating and supporting director, management and employees to comply with the Company's sustainable development guidelines and supervising to ensure that such execution performed effectively.

3.5 Supervising and following the progress of the Company's sustainable development as well as disclosing the sustainable development performance to be balance, in accordance with the standard criterion and related guidelines as well as ensuring the utmost benefit of the Company and stakeholders.

3.6 Reviewing, improving and developing the Company's sustainable development targets, policies, guidelines and operational plans to be current, appropriate with the business conditions and consistent with the suggestion of related agencies.

3.7 Performing any other duties assigned by the Board of Directors.

**4. Meeting of Sustainability Committee**

The sustainability committee could determine the number of meeting as deem appropriate to perform assigned duties but not less than twice a year.

**5. Performance Reporting of Sustainability Committee**

The sustainability committee has a duty to regularly report the operating result as specified by the charter or other issues as deem appropriate to the Board of Directors for acknowledge as well as prepare the sustainability committee performance report in the past year to disclose in the Company's 56-1 One Report.

**6. Charter Reviewing**

The sustainability committee would regularly assess the sufficiency and review the appropriateness of charter every year in order to ensure that the content in charter is according to the specified sustainability objectives and the Company's management. The significantly revised charter will propose to the Board of Directors for approval.

## **Corporate Governance Committee Charter**

### **Introduction**

S 11 Group Public Company Limited has been aware of the importance of compliance with the good corporate governance principle to enable the Company's business operation be transparent and fair to all stakeholders, demonstrate the social responsibility, create the confidence to public along with to support the Company in managing the organization's growth and sustainably create value to all stakeholder.

The Board of Directors, therefore, has resolved to appoint the Corporate Governance Committee in order to perform duties in determining the policy framework and development guideline in corporate governance according to the requirement of the Stock Exchange of Thailand, the Securities and Exchange Commission, the Bank of Thailand and/or regulators and accepted standards.

Moreover, the Board of Directors agreed to prepare the Corporate Governance Committee Charter in order to collect component, duties, responsibilities and guidelines according to the Board of Directors' assignment to enable the Corporate Governance Committee in supervising the operation of director and management to be conforming to the good corporate governance principle effectively and efficiently. The details are as follows:

### **1. Component of Corporate Governance Committee**

The Corporate Governance Committee consists of all department managers of S 11 Group Public Company Limited with the Managing Director acting as the Chairman of the Corporate Governance Committee.

### **2. Qualification of Corporate Governance Committee**

1. Having an appropriate knowledge, capability and experience caused benefit to the performing duties as a Corporate Governance Committee and the Company's business operation.
2. Having honesty, truthful, ethics in running business and performing duties with fairness as well as having knowledge and understanding regarding duties and responsibilities in the corporate governance.

3. Could devote fully, sufficiently and effectively time in performing duties to the Company in order to enable the performance of Corporate Governance Committee achieve the objectives.

### **3. Scopes, Authorities and Responsibilities**

1. Determining the policy, guideline, strategy, principle, working framework, the organization's important practice, code of conduct and business ethics regarding the Company's good corporate governance to be according to the regulators' specified good corporate governance for listed company, achieve the objectives and appropriate with the business in order to propose the Audit Committee and the Board of Directors for approval to be perform in all level.
2. Supervising the Company's business operation and the working regarding corporate governance and business ethics of the Board of Directors, management and employee to be conforming to policy, operating trend and guideline regarding the good corporate governance and the Board of Directors' specified objectives as well as supervising the concrete practical results.
3. Giving the suggestion and promoting the communication to the Board of Directors, management and all level of employee to be aware and understand the policy, comply with the good corporate governance principle, business ethics and other related agencies' guidelines sufficiently to be use as a practice and acknowledge accordingly.
4. Supporting and giving an advice to the Company and working group in order to prepare the readiness in assessing or rating of the good corporate governance by external agencies to develop and enhance the Company's corporate governance continuously.
5. Assessing the efficiency of complying with the good corporate governance policy and business ethics together with giving the necessary opinion and suggestion regarding the operation to be conform to such policy.
6. Reviewing the appropriateness and adequateness of the Company's policy, trend and practice regarding the good corporate governance, business ethics, business code of conduct and other related principles to be update and current continuously conforming to other agencies' guidelines and suggestions.



7. Disclosing information regarding the Company's good corporate governance to the stakeholders in the 56-1 One Report form by proposing the Audit Committee and the Board of Directors for approval.
8. Providing the professional advisor or other who has an independent opinion to give the comment or suggestion as necessary with the Company's expenses.
9. Performing any other duties assigned by the Audit Committee and the Board of Directors.

#### **4. Meeting of Corporate Governance Committee**

The corporate governance committee could determine the number of meeting as deem appropriate to perform assigned duties but not less than once a year.

#### **5. Performance Reporting of Corporate Governance Committee**

The corporate governance committee has a duty to regularly report the operating result as specified by the charter or other issues as deem appropriate to the Audit Committee and the Board of Directors for acknowledgment as well as prepare the corporate governance committee performance report in the past year to disclose in the Company's 56-1 One Report.

#### **6. Charter Reviewing**

The corporate governance committee would regularly assess the sufficiency and review the appropriateness of charter every year in order to ensure that the content in charter is according to the specified corporate governance objectives and the Company's management. The significantly revised charter will propose to the Audit Committee and the Board of Directors for approval.

## **Non-Performing Loan Management Committee Charter**

The Board of Directors of S11 Group Public Company Limited has resolved to appoint the Non-Performing Debt Management Committee as a subcommittee of the Company to supervise the management of the Company's non-performing debt, which will help strengthen financial stability and prevent risks that may arise from unpayable debts, with the following duties and powers:

### **1. Composition of the Non-Performing Debt Management Committee**

The NPL Management Committee consists of all department managers of S11 Group Co., Ltd. (Public Company Limited), with the Managing Director acting as the Chairman of the NPL Management Committee.

### **2. Qualifications of the Non-Performing Debt Management Committee**

The NPL Management Committee has the following qualifications:

- 2.1 Appointed by the Board of Directors
- 2.2 Have knowledge and expertise in the management of bad debt, risk analysis , debt valuation, and should have an understanding of the current economic and market conditions.
- 2.3 Have a vision to see the overall picture of NPL management and be able to solve debt problems appropriately.

### **3. Scope of power and duties**

The Non-Performing Debt Management Committee has the following powers and duties:

- 3.1 Establish policies and plans for managing bad debt, such as debt restructuring, transfer of claims, etc.
- 3.2 Establish strategies that are consistent with policies by being able to assess the situation of non-performing debt in the system, including the debt management methods that are appropriately implemented.

- 3.3 Provide strict supervision of compliance with the law. To ensure that the approach to managing non-performing debt does not violate relevant laws or regulations. There should also be continuous monitoring and evaluation of operations to ensure that they comply with correct criteria and practices.
- 3.4 Report to the Board of Directors on the results of the management of non-performing debt to be consistent with the specified policies and strategies.
- 3.5 Consider selecting and grouping non-performing debtor accounts.
- 3.6 Consider setting the median price for the bad debt accounts that are put up for auction.
- 3.7 Open the bid envelope and consider approving the bid price.
- 3.8 Perform other duties as assigned by the Board of Directors.

#### **4. Meeting of Non-Performing Loan Management Committee**

The Non-Performing Loan Management Committee could determine the number of meeting as deem appropriate to perform assigned duties but not less than twice a year.

#### **5. Reporting on the performance of the Non-Performing Debt Management Committee**

Let the NPL Management Committee summarize and report the results of the NPL management to the Company's Board of Directors.

#### **6. Charter Reviewing**

The Non-Performing Loan Management Committee would regularly assess the sufficiency and review the appropriateness of charter every year in order to ensure that the content in charter is according to the specified non-performing loan management objectives and the Company's management. The significantly revised charter will propose to the Board of Directors for approval.

## **Executive Director Charter**

The Board of Directors of S11 Group Public Company Limited realizes the importance of controlling the Company's management to comply with the policies. Therefore, it may be considered to appoint a board of directors in the future. With the following powers and duties:

1. Consisting of the company's directors who are executives and no less than 5 executive-level employees jointly form the executive board.
2. Responsible for controlling the company's management. To comply with the policies set by the Board of Directors and report operating results to the board of directors. In conducting a meeting of the Executive Committee, no less than half of the Executive Committee members must be present at the meeting. The resolution of the Executive Committee must receive a majority vote from the meeting, and such votes are counted as at least half of the total votes of the Executive Committee.
3. Consider the determination of authority and approval levels of each individual to be appropriate and arrange for the separation of duties that may facilitate corruption, including determining procedures and methods for conducting transactions with major shareholders, directors, executives or persons related to such persons appropriately to prevent the transfer of benefits and present to the Board of Directors for approval of the principles, including controlling compliance with the principles and regulations that have been approved.
4. Consider the annual budget and the steps for spending the budget to be submitted to the board of directors and supervise the expenditure according to the budget approved by the Board of Directors.
5. Consider improving the company's business plan to be appropriate for the benefit of the company.
6. Consider approval of investment and set the investment budget according to the authority in the approval authority manual
7. Consider the various contracts that are binding on the company, according to the authority in the manual of authority, approval
8. Responsible for having sufficient important information of the company for use in decision making by the board of directors and shareholders, including preparing reliable financial reports that meet good standards and are transparent.

9. Consider the company's profits and losses, and propose to pay annual dividends to the board of directors
10. Consider starting a new business or closing down a business. To be presented to the board of directors
11. Supervise and establish procedures for employees to report unusual events or actions or illegal actions to the Executive Board in a timely manner. In the event that such events have a significant impact, they must be reported to the Board of Directors for consideration and correction within a reasonable period of time.
12. Take any action To support the above operations or as per the opinion of the Board of Directors or as authorized by the Board of Directors.
13. Proposing any matters to the Executive Board meeting which has been voted and/or approved by the Executive Board meeting must be reported to the Board of Directors at the next Board of Directors meeting.

In this case, the board of directors will not be able to approve any items in which they or any person may have a conflict of interest. Have an interest or may have a conflict of interest in any other manner with the Company or its subsidiaries.

## **Chairman Charter**

companyS11 Group Public Company Limited realizes and places great importance on good corporate governance as defined by the Stock Exchange of Thailand. Therefore, the Board of Directors has appointed one director to serve as Chairman of the Board of Directors and deems it appropriate to establish the Chairman's Charter as follows:

### **Scope and duties of the Chairman of the Board of Directors**

1. Call a meeting of the board of directors.and take care of the delivery of meeting noticesIncluding various documentsTo ensure that the Board receives sufficient and timely information.
2. Chairing the board of directors' meetings and setting the meeting agenda together with the managing director.Control meetings to be efficient, in accordance with the Company's regulations and the specified agenda, and support and provide opportunities for directors to express their opinions independently.
3. To be the casting vote in the event that a board meeting involves voting and both parties have equal votes.
4. Chairing the meeting of the company's shareholdersand ensure that communication between directors and shareholders is effective.
5. Perform duties as specifically prescribed by law as the duty of the Chairman.
6. Supervise, monitor and oversee the management of the Board of Directors and other subcommittees to achieve the objectives as planned.
7. Strengthen the standards of good corporate governance of the Board of Directors by supporting the Board of Directors to perform their duties to the best of their ability within the scope of their powers and responsibilities.
8. Strengthen good relations between the board of directors and management and support the performance of duties of the managing director and management in accordance with the company's policies so that all parties can work together smoothly and efficiently.

## **Managing Director Charter**

Board of Directors of S11 Group Company Limited (Public Company) To consider appointing the Managing Director to perform duties in the management of the company. Therefore, the powers and duties of the Managing Director are determined. As follows

### **Scope and duties of the Managing Director**

1. Supervise the Company's operations. Overall, in order to comply with the objectives of the Company's business operations. And as assigned by the Board of Directors
2. Set strategy and business plans. Submit to the Board of Directors and operate to achieve goals in accordance with the strategies and business plans approved by the Board of Directors.
3. Carry out and perform the missions assigned by the committee. And according to the policy of the board of directors
4. Order. Issue regulations. announce. record. To ensure operations comply with policy
5. Approved and / or Authorizing the Company to make legal transactions binding on the Company. For the company's normal transactions. Including transactions that the Managing Director has been authorized by the Board of Directors to carry out on his behalf. This includes: Any transaction That does not bind the Company's assets. directly
6. Coordination. executive and employees. To comply with the business policies and directions received from the Board of Directors.
7. Seek new business and investment opportunities. Related to the Company's core business. To increase the company's income
8. Consider and approve the payment of normal operating expenses within the amount approved and assigned by the Board of Directors.
9. Approve the expenditure of important investment funds. As specified in the annual budget or which the board of directors has previously approved in principle

10. Supervise employees' work to comply with policies.RegulationsIncluding operations based on good governance principles in doing business
11. Promote the development of knowledge and skills.and the potential of employees to increase the potential of the company
12. Consider appointing various advisors.Necessary for the Company's operations
13. Consider approving related transactions that are normal commercial terms.such asBuy and sell products at market pricesCalculation of service fees at the normal fee rateand providing credit terms like regular customersetc.This is subject to the policies approved by the Board of Directors.
14. Approval of appointmentmigrateand terminate executive level employees
15. Conduct other business activitiesAs assigned by the Board of DirectorsOn a case-by-case basisgoIn this regard, the Managing DirectorNo authority to approve matters or related transactions that are not in the normal course of business.The list of acquired assets of the Companyand / orItems in which the Managing Director or persons who may have a conflict of interest have an interestor have any other conflict of interest with the Companyand subsidiariesExcept for items that are normal trading conditions for which policies and criteria have been established.By approving the items in accordance with the policies and criteria that the Board of Directors has considered and approved and has requested the approval of shareholders.In conducting related transactions and acquiring or disposing of the Company's significant assetsor subsidiaries to comply with the requirements of the Stock Exchange of Thailand on the said matter



## Company Secretary Charter

Board of Directors of S11 Group Company Limited (Public Company) Recognizing the importance of the role, duties and responsibilities of the Company Secretary, the Board of Directors has considered appointing a Company Secretary to support various activities of the Board of Directors and to enable the Board of Directors and the Company itself to perform their duties within the framework of the law and in line with the principles of good corporate governance as defined by the Stock Exchange of Thailand. The Board of Directors therefore deems it appropriate to establish the Company Secretary Charter as follows:

### 1. Qualifications of a Company Secretary<sup>1</sup>

Since the Company Secretary is an important person in supporting the duties of the Board of Directors and the listed company, the Company Secretary must have knowledge and skills appropriate to the role. The Board of Directors therefore considers the qualifications of the person to hold the position of Company Secretary in at least the following matters:

1. 1. Have an understanding of the policies and operations of the listed company, including relevant knowledge and experience to consistently support the work of the board of directors.
1. 2. Have knowledge of laws related to the business operations and duties of listed companies, including the Securities and Exchange Act B.E. 2535 (1992) (“ Securities Act ”). Public Limited Companies Act B.E.1992 and related regulations
1. 3. Have awareness of the benefits and impacts on all stakeholders, including the ability to communicate and coordinate between the company, the board of directors and relevant regulatory agencies.

### 2. Duties and responsibilities of the company secretary<sup>1</sup>

#### 2.1 Roles and duties according to the Securities Act

( 1 ) The Company Secretary must perform his/her duties with responsibility, caution and honesty, and must comply with the law, the Company's objectives, regulations, resolutions of the Board of Directors and resolutions of the shareholders' meeting.

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<sup>1</sup> SEC No. Nor. (W) 76/2024 on rehearsal of understanding of the roles and duties of the company secretary

( 2 ) The Company Secretary has duties to prepare the following documents:

- (a) Director's register
- (b) Letter of invitation to the meeting of the Board of Directors, minutes of the meeting of the Board of Directors, and the annual report of the Company.
- (c) Shareholders' meeting invitation letter, shareholders' meeting report

(3) The company secretary has a duty to keep important documents and must take steps to ensure that the documents are kept in good condition and that there is protection against leakage of information within the listed company. In the case where important documents are kept electronically, the company secretary must take action to ensure that the listed company complies with the Electronic Transactions Act B.E. 2544.

(4) The Company Secretary has a duty to keep the report of interests reported by the directors or executives. The Company Secretary should follow up and coordinate with the directors or executives to certify the report completely and update the information regularly to promote the transparency of the operations of the listed company and to be of the utmost benefit to the shareholders, and send a copy of the report to the Chairman of the Board and the Chairman of the Audit Committee .

## **2. 2 Roles and responsibilities in promoting good corporate governance for listed companies**

In addition to the roles, duties and responsibilities as specified in the Securities Act above, the company secretary is considered a part of the governance mechanism of listed companies, especially in supporting and promoting the performance of the board of directors. Therefore, the company secretary should perform the following at least:

- ( 1 ) The process of making registered companies comply with the relevant laws and regulations .
- ( 2 ) Roles and responsibilities to support the work of the Board of Directors.
- ( 3 ) Knowledge development to promote the performance of duties of company secretaries.
- ( 4 ) Recommending and promoting listed companies to have a good information management system, including having directors and executives report changes in their holding of securities and futures contracts in accordance with the law and regulations.

## **2.3 Perform other actions as announced by the Capital Market Commission.**

### **3. Principles of the Company Secretary's Work**

The Company Secretary must perform his/her duties with responsibility, caution and honesty, and must comply with the law, the Company's objectives, regulations, resolutions of the Board of Directors and shareholders' resolutions.

- 3.1 Decisions must be made on the basis of information honestly believed to be sufficient.
- 3.2 The decision was made without any direct or indirect interest in the matter being decided.
- 3.3 Act honestly for the best interests of the company as a priority.
- 3.4 Act with proper and proper purposes and do not act in a way that is materially contrary to or in conflict with the Company's interests.
- 3.5 Do not take advantage of the Company's information that you know, except for information that has been disclosed to the public, or use the Company's assets or business opportunities in a manner that violates the general rules or practices as announced by the Capital Market Supervisory Board.
- 3.6 Do not enter into any agreement or contract that may cause a conflict of interest with the Company or its employees or customers, or is contrary to the performance of one's duties.

### **4. In the event that the company secretary resigns from his position or is unable to perform his duties.**

Guidelines for practice in the event that a company secretary is removed from office or unable to perform his duties are as follows:

- 4.1 The Company's Board of Directors shall appoint a new Company Secretary within 90 days from the date on which the previous Company Secretary resigned from the position or was unable to perform his duties.
- 4.2 The Board of Directors shall have the power to assign any director to act on behalf of the Company Secretary during the period when the Company Secretary is out of office or unable to perform his duties.
- 4.3 The Chairman of the Board of Directors shall notify the name of the Company Secretary to the Securities and Exchange Commission within 14 days from the date on which a person responsible for the position is appointed.
- 4.4 Inform the Securities and Exchange Commission of the location of the documents stored in accordance with Section 2.1.

## **Terms and Conditions for Transactions By Directors, Executives and related persons**

S11 Group Company Limited (Public Company) It is an important policy to prevent the board from executive and other related persons take advantage of the opportunity to be a director, executive and other persons related to the company. Seek personal gain. Therefore, it is set as a guideline for the directors, executive and other persons related to the company. As follows

1. Avoid making transactions that involve yourself, that may cause a conflict of interest with the Company
2. In cases where it is necessary to make such transactions for the benefit of the company or subsidiary companies, treat the transaction as if you were making a transaction with an external party. In this regard, the board of directors or other related persons who have an interest in the item must not participate in the approval consideration.
3. In the event that it falls under the category of related transactions under the announcement of the relevant agency, the criteria and methods must be followed, and strictly disclosing information on related items of listed companies
  - 3.1) Transactions that are commercial agreements of the same nature that a reasonable person would do with an ordinary contracting party in the same circumstances. With the commercial bargaining power that is free from the influence of his status as a director, executive or related persons, as the case may be, must request approval in principle, and the amount of the transaction to the Board of Directors or in accordance with the principles that the board of directors has already approved.
  - 3.2) Prepare a transaction summary report with transaction size. In accordance with the principles approved in Section 3.1) to be reported to the Board of Directors' meeting every quarter, or as requested by the Board of Directors
4. In the event that the transaction is considered a related transaction that does not comply with the nature of the trade items under Section 3.1) in conducting such transactions, request approval from the meeting of the Board of Directors or the meeting of shareholders of the company in accordance with the rules and regulations of the relevant laws.

## **Important company policies and monitoring to ensure compliance**

### **1. Internal control and internal audit policy**

S11 Group Company Limited (Public Company) It is a policy to provide an efficient and effective internal control system. Board of Directors and Executives Has direct duties and responsibilities in providing and maintaining internal control systems. Including regular reviews of the effectiveness of the internal control system. To protect shareholders' investments and the company's assets. Internal controls cover financial controls. Operation Supervising operations to comply with relevant laws and regulations and risk management. The internal control system that the company has established To help companies have reasonable confidence To be able to achieve the objectives and goals set in the matter of information systems and financial reports that are accurate and reliable in the following matters:

1. Regulations and policies have been complied with. Company work processes and related laws
2. The company's assets actually exist. And it has been well controlled, stored and maintained.
3. The company's operations are efficient. Including the economical use of resources
4. Objectives and strategies of the company It has been achieved and implemented effectively.

### **Internal audit**

The Company has established an internal audit , which may be conducted by using an internal audit unit or by using the services of an external audit firm. To supervise operations in various areas and report directly to the audit committee. The duty is to provide advice and inspect and evaluate internal controls in the risk management system. To ensure internal control systems and risk management systems and the company's corporate governance process It has been adequately provided. Effective in accordance with the intended objectives

### **objective**

This policy is prepared for internal auditors to use as a framework and guideline in performing internal audit work based on the principles of internal auditing standards and internal audit ethics.

By specifying the necessary responsibilities for carrying out internal audit activities. Provide reasonable assurance that the system of S11 Group Public Company Limited will be able to operate efficiently, effectively, and achieve the organization's objectives and goals. It is also consistent with the good governance process .

**Laws, regulations, and internal auditing standards**

This Policy is based on the International Standards for the Professional Practice of Internal Auditing and other relevant standards, such as those of the Thai Institute of Internal Auditors.

**scope**

This policy is applicable to the Internal Audit Department of S11 Group Public Company Limited only.

**Internal Audit Policy**

Internal auditors must comply with the internal audit policy as follows:

1. Must perform duties with strength, honesty and independence. It must be fair, transparent, have an organizational structure or clear reporting line that is consistent with the size, strategy, nature and complexity of the business and the overall risks of the business, and facilitate the effective performance of control, supervision and inspection ( three lines of defense), taking into account cost-effectiveness, manpower and time in the matters being inspected.
2. Not checking the work that you are performing. Or perform work within a period of 1 year or work that the father, mother, husband, wife, relatives, siblings are responsible for in order not to lose independence. and fairness in inspection
3. Should provide advice to improve the company's operations in various aspects, covering the implementation of the regulatory agency's criteria systematically or should provide proactive advice that results in added value , which is an improvement in the operational principles. and the company 's operational processes to achieve its goals or the company's objectives that are effectively defined
4. Do not get involved in illegal matters and operations that have conflicts of interest with the audit work.
5. Must perform the audit work with due care as a professional should, and must develop oneself by studying and seeking knowledge in the field of internal auditing regularly and continuously.

6. Information technology systems should be used as a tool for inspection. To achieve the most beneficial results

7. The operations should be reviewed to ensure confidence. Value added is a principled improvement of operations and a systematic improvement of operations in various aspects, resulting in achieving goals or the objectives of the company as specified by reporting the results of the audit of operations to the audit committee, agencies or relevant persons for consideration

8. Arrange for an assessment of satisfaction in the work performance from the audited unit, executives and related persons to use the suggestions, expectations and needs of the audited unit to plan and develop improvements in the internal auditing process to be more efficient, effective and acceptable.

9. The internal audit policy shall be reviewed at least once a year or when there is a significant change to ensure that the policy is appropriate for the organization's operations and is consistent with rapid changes.

## **2. Risk management policy**

S11 Group Company Limited (Public Company) The organization has systematically established a risk management policy for the entire organization since July 25th, 2013 by establishing a Risk Management Oversight Committee to be responsible for policy making. Layout and assess various risks Both caused by external factors and from the management and operations within the organization Including setting guidelines for managing and managing risks to an acceptable level. There is communication Organize training workshops for employees To realize the importance of risk management, the Company's risk management process is as follows:

### **2.1 Determination of risk management policy and criteria**

It is a policy and objective determination, scope responsibility Risk management criteria and guidelines in line with strategies and objectives Business plans and directions Which the company will review annually, and will be implemented simultaneously with the business plan to ensure consistency.

### **2.2 Risk Identification**

It is an identification of risks that may affect the achievement of objectives and goals. Considering the risks arising from internal and external factors Such as from the environment law Finance, Information

Systems, Decision Making Information Systems Investor satisfaction, investment management, human resources, reputation and image, security system etc. The company will manage risks by considering and prioritizing risks before considering the control system. If the risk is high or very high, the company will analyze the risk to manage it first.

### 2.3 Risk analysis

It is an analysis to assess the level of risk remaining after assessing the existing control system and prioritizing risks. If the remaining risk remains high or very high, risk management measures must be established immediately. By the responsible senior executives and if the remaining risks are at a medium or low level, to set management measures at the department level or to correct them in the work process.

### 2.4 Risk management

It is a method for developing a plan to manage significant risks. As prioritized in the risk analysis process, there are many ways to manage risk, such as: Control, Risk transfer, risk avoidance, Exploiting Risk, Or accepting the risk.

### 2.5 Monitoring and review

It is a process of monitoring the results of risk management according to the specified plan. Including the evaluation of risk management results. The Risk Management Committee will monitor and report to senior executives and the board of directors.

## 3. Whistle Blowing Policy

S11 Group Public Company Limited is committed to conducting business with transparency, honesty and compliance with relevant regulations by supporting executives and employees to perform their duties correctly and in a manner that is auditable, which is in line with the principles of good corporate governance as per the criteria of the Stock Exchange of Thailand.

The aim is for honest complainants to be able to report complaints and clues about wrongdoing and corruption through various complaint channels, which will allow the company to make improvements or corrections to ensure accuracy, appropriateness, transparency, and fairness.



**Policy**

The Company intends to conduct business with honesty, integrity, transparency and accountability in accordance with the principles of good corporate governance. Therefore, it has established a policy for reporting misconduct and corruption of directors, executives and employees in cases where anyone witnesses, knows or suspects any action that violates the law, regulations, rules or the Company's business ethics in order to deter wrongdoing and reduce the likelihood of corruption in the Company through a proper and fair consideration process.

**Objective**

1. To enable directors, executives, employees, and stakeholders to report any concerns or complaints when they encounter corruption or suspect any potential corruption related to the Company.
2. To establish a safe and confidential complaint reporting channel for honest complainants or those who cooperate in the investigation to be able to file a complaint and report clues of wrongdoing and corruption, taking into account the safety and damage of the complainants and those who cooperate in the investigation.
3. To ensure that the accused receives fairness from being accused of any action that violates the law, good corporate governance regulations, business ethics, regulations or rules of the company. In the event that the accused is guilty, they shall be held liable according to the company's regulations including taking legal action and allowing the complainant to receive justice from reporting misconduct and corruption through an appropriate and fair process.
4. To deter wrongdoing and reduce the likelihood of corruption in the company, as well as help mitigate potential damage in the future.
5. To promote the image and promote the principles of good corporate governance of the company.

**Scope**

This Policy applies to all directors, executives and employees of the Company. Stakeholders and related persons

## Definition

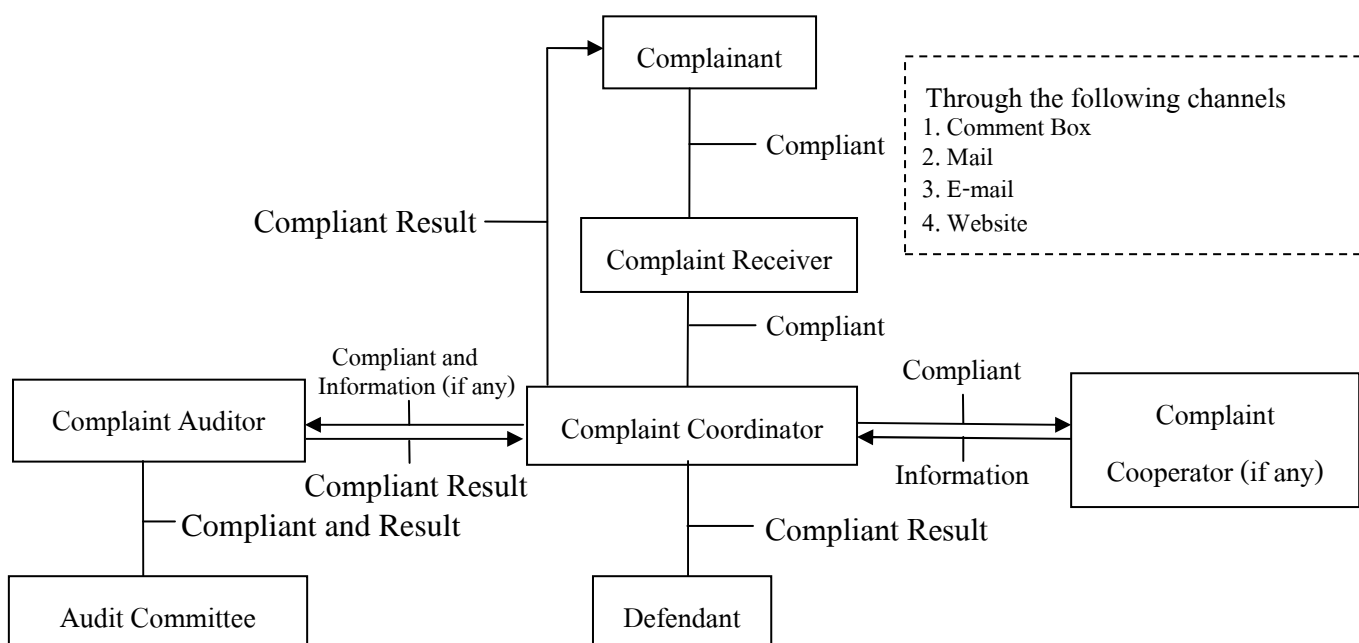
1. Complainant means a person who reports any wrongdoing or corruption related to the Company with honest intentions.

2. Complaint means any action or omission of any action by the directors, executives and employees which may be a failure to comply with the rules, regulations or policies of the Company, as well as relevant laws, including corruption and corruption trends, which are or may be intentional actions to seek undue or unlawful benefits for themselves or others, whether directly or indirectly.

## Procedure

1. The Company will independently and fairly investigate complaints and clues of wrongdoing and corruption in order to obtain evidence that can be used to confirm or contradict the information received. If wrongdoing or corruption is found, the Company will impose disciplinary punishment or take legal action against the offender in accordance with the Company's regulations.

2. The Company will inform the complainant of the progress of the consideration of the complaint of misconduct and corruption by name, address, telephone number, email or other contact channels. As reported by the complainant



**Screening process**

1. The complainant should provide their full name, address, telephone number and email address clearly for the benefit of contacting them back, to confirm the allegations, to request additional facts for further action or to report the results. This information will be kept confidential.

2. Describe the alleged misconduct in detail to identify the date and time of the offense, details of the offense, and provide evidence or cite evidence that can confirm or support the allegations in the complaint.

3. Criteria for screening complaints are based on 4 important issues as follows:

3.1. The credibility of the complainant Considering whether the complainant has disclosed himself/herself as an internal person of the company, a stakeholder, or an external person of the company.

3.2. Credibility of the complaint Consider how much truth and evidence the complaint has, whether the source is clear and can be verified.

3.3. Characteristics of the misconduct, considering whether the accused's actions match which type of corruption? There are 3 types:

- Report decoration, both financial and non-financial reports.
- Improper use of the Company's assets, whether they are cash assets, merchandise assets, or other assets.
- Corruption includes the use of authority to perform any action that has a conflict of interest with the company, bribery, giving anything of value in exchange after a person has used their authority to perform any action, and the abuse of authority to intimidate or demand benefits or any business decisions from others.

3.4. Violation of the law. Consider whether the accused has violated or committed any related laws or not. Should they be prosecuted according to the law or not? How?

4. The screened cases will be recorded, progress recorded and summarized to follow up on the complaints.

**Related persons**

1. The complainant means the company's directors, executives, employees, including stakeholders or other persons who witness, know or suspect that there is any action that violates the law, good corporate governance regulations, business ethics, regulations or rules. Of the company

2. The accused means Executive Board Or the employee who has been accused of any action that violates the law, good corporate governance regulations, business ethics, procedures or rules. Of the company

3. Complaint recipient Refers to independent directors. Managing Director Commander Company Secretary or Internal Audit Office By the independent director, managing director or the said commander It is the duty of the complainant to forward the received complaints to the complaint coordinator for further action. In the event that the complainant is an external person, they can report the complaint to the independent director or the company secretary. The independent director will forward the received complaint to the complaint coordinator for further action.

4. Complaint Coordinator means Company Secretary or Internal Audit Office Which has the duty to collect and consider the criteria and clarity and sufficiency of the initial evidence. and forward the considered complaints to the complaints investigator for data collection Progress and conclusion records Including reporting the summary of the complaint to the complainant, the accused, or other persons as necessary and appropriate.

5. Cooperators in investigating complaints means director executive employee Or any person who has been requested to cooperate by the Complaint Coordinator To provide relevant information

6. Complaint investigator means the Managing Director, whose duty is to examine and consider the conclusion of the complaint in the case where the accused is an employee and executive at all levels. The Audit Committee, whose duty is to examine and consider the conclusion of the complaint in the case where the accused is a Managing Director and the Board of Directors.

### **Providing Protection**

1. The complainant or the person who cooperates in the investigation can choose not to reveal themselves if they believe that revealing them will cause them to be insecure. Or any damage occurs But if they do, it will allow the company to report on their progress. Clarify the facts Or mitigate damage more conveniently and quickly

2. The complainant or the person who cooperates in the fact-finding process. The company will not disclose its identity. Full name address picture Or any other information that can identify the informant. Then conduct an investigation to determine whether there is any truth to the matter.

3. The recipient of the complaint must keep the relevant information confidential and will be disclosed only as necessary. Taking safety into consideration and the damage to the complainant or those who cooperate in the fact-finding investigation. Source of information or related persons

4. In the event that the complainant or the person cooperating in the fact-finding investigation believes that he/she may be unsafe, or may cause distress or damage, the Company may establish measures to protect the complainant or the person who cooperates in the fact-finding investigation as appropriate.

5. Those who have suffered damage will receive relief through appropriate processes. And it is fair.

### **Channels for reporting complaints**

1. Via the suggestion box on the 1st floor of the company.
2. By mail : Address to the Internal Audit Office, Audit Committee, or Company Secretary of S11 Group Public Company Limited .

888 Soi Chatuchot 10, Chatuchot Road, Or Ngoen Subdistrict, Sai Mai District, Bangkok 10220

3. By email :

3.1. Internal Audit Office : [auditcommittee@sgroup.co.th](mailto:auditcommittee@sgroup.co.th)

3.2. Audit Committee : [auditcommittee@sgroup.co.th](mailto:auditcommittee@sgroup.co.th)

3.3. Company Secretary Office : [corporate@sgroup.co.th](mailto:corporate@sgroup.co.th)

### **Punishment of offenders**

The accused who commits or omits any act of the directors, executives and employees, which may be a failure to comply with regulations, rules or policies of the Company, including related laws, including acting corruptly and likely to act corruptly, which is or may be an intentional act to seek undue or illegal benefits for oneself or others, whether directly or indirectly, must be held liable in accordance with the Company's regulations, with penalties considered in accordance with the Good Corporate Governance Manual as prescribed and proceed with legal action accordingly

### **4. Anti-corruption Policy**

S11 Group Public Company Limited has a determination to conduct business with good governance principles, adhering to social responsibility and all stakeholders under the company's good

corporate governance principles. Focusing on combating corruption in all forms, conducting business with prudence and accountability, ensuring that business operations are appropriate and transparent.

Corruption is a problem that has a great impact on people in society. For example, it causes injustice in organizations, reduces or loses efficiency in the unit, and causes the company to have excessive costs. In addition to the negative effects on the organization's operations, it also has a negative effect on the company's good image. Overall, corruption destroys business stability, confidence in investment, and a good image of the country. The main cause of corruption is the lack of morality and ethics. Therefore, the Company, as a moral organization, is committed to resisting all forms of corruption and considers the fight against corruption as part of the focus on developing personnel to be good people with morality towards the Company and towards society as a whole.

Therefore, the company has prepared this written “ Anti-Corruption Policy ” to be used as a clear guideline for the company’s executives and personnel, and to promote it as part of the organization’s culture, which will lead to sustainable development of the organization.

In addition, the Company has arranged for a regular assessment of corruption risks that may occur in each process, including studying appropriate methods for improvement and correction, and has established channels for reporting clues or complaints to the Company’s independent directors or through the channels specified in the Corruption Risk Management Manual in the event that incidents and actions suggesting corruption or misconduct of individuals are found, including determining penalties for such corruption.

### **Definitions according to the anti-corruption policy**

Corruption here means the omission of performance or the use of acquired power or assets inappropriately for the benefit of oneself or those related to oneself, or the act of preventing other persons involved from performing or omitting to perform duties which will lead to the benefit of oneself or those related to oneself which is against morality and good ethics, which will lead to the damage to the benefit of others, both directly and indirectly.

### **Anti-Corruption Policy**

The Company's directors, executives and employees are prohibited from performing any acts that are related to corruption in all forms, both directly and indirectly, towards themselves and their related persons, regardless of whether they are the recipient, giver or offerer, whether in monetary or non-

monetary forms. It covers all types of businesses and all relevant departments and requires strict and consistent review of compliance with this anti-corruption policy, as well as reviewing the guidelines and operating requirements to be consistent with changes in business regulations and in accordance with legal requirements.

### **Responsibilities**

1. The Board of Directors has the duty and responsibility to set policies, supervise and support the effective anti-corruption to enable the organization's personnel to understand and realize the importance of the corruption problem. Until it becomes part of the organization's culture

2. The Audit Committee has duties and responsibilities to review the financial and accounting reporting system, internal control system, internal audit system, and risk management system to ensure that these systems comply with international standards. It is rigorous, appropriate, modern and efficient.

3. The Managing Director, Management and Executives have duties and responsibilities to establish a system and promote and support anti-corruption policies to communicate to employees and all relevant parties, including reviewing the appropriateness of the system and measures to be consistent with changes in business, regulations, rules and legal requirements.

4. The Director of the Audit Office has duties and responsibilities in inspecting and reviewing operations to ensure that they are correct and in accordance with policies, practices, operating authority, regulations and laws, and requirements of the regulatory agency, in order to ensure that there is a control system that is appropriate and sufficient for the risks of corruption that may occur, and to report to the Audit Committee.

### **Guidelines for practice**

1. The Company's directors, executives and employees at all levels must comply with the Company's anti-corruption policy and abide by the Company's code of ethics by not being involved in corruption, whether directly or indirectly.

2. Company employees shall not neglect or be indifferent when they encounter any acts that may constitute corruption related to the Company. In this case, the supervisor or responsible person must be informed and must cooperate in the investigation of the facts. If there are any doubts or inquiries, consult the supervisor or the person assigned to be responsible through the various channels as specified.

3. The Company will provide fairness and protection to employees who refuse or report corruption related to the Company. By using measures to protect complainants or those who cooperate in reporting corruption as determined by the company.

4. Those who commit corruption are committing an act against the Company's regulations, which will be subject to disciplinary action according to the Company's regulations. In addition, legal punishment may be considered. If the action is illegal

5. The Company realizes the importance of disseminating knowledge and providing understanding to other persons who must perform duties related to the Company or may have an impact on the Company in order to comply with this anti-corruption policy.

6. The Company is committed to creating and maintaining a good corporate culture based on morality and ethics, adhering to the belief that corruption is unacceptable, whether it is a direct or indirect action.

### **Requirements for Operation**

1. This anti-corruption policy covers the human resource management process from recruiting or selecting personnel, promotion, training, employee performance evaluation and compensation. Supervisors at all levels are required to communicate and create understanding with employees so that they can apply it in business activities under their responsibility and supervise the implementation to ensure efficiency

2. Any action under this Anti-Corruption Policy shall be in accordance with the practices set out in the Company's Good Governance Manual, including the Company's related regulations and operating manuals, as well as any other practices that the Company will further establish.

3. For clarity in the implementation of high-risk matters that may lead to corruption, the board of directors and executives are required to: And all levels of the company's employees must act with caution in the following matters:

3.1 Gifts, entertainment and expenses Giving, giving or receiving gifts, entertainment must be in accordance with the Company's criteria.

3.2 Charitable donations or sponsorships, giving or receiving donations must be transparent and legal, and it must be ensured that the money or property is not used as an excuse for bribery.



3.3 Business relations and procurement with the government sector. Bribery is prohibited in any type of business operations. The Company's operations and contacts with the government sector must be transparent, honest, and conducted in accordance with the law.

## **5. Human rights policy**

S 11 Group Public Company Limited conducts business with ethics, in accordance with the good corporate governance principles, recognize the importance of human rights respecting as a basic for business operations. Respect The human dignity and treat all stakeholders equally. By adhering to social responsibility and all stakeholders according to the corporate governance principles and business ethics, as well as giving importance to practice the human rights correspond to relevant laws strictly.

With a commitment to create and maintain the organizational culture that adheres to respect the human rights, the Board of Directors deems it appropriate to establish this Human Rights Policy to prevent the violations of human rights in the Company's business operations, as well as to support and promote the respecting and protection of fundamental rights and human dignity of stakeholders in the business value chain as follows;

### **Definition**

Human rights mean the rights that are naturally possessed by all human beings, regardless the difference of their physical, mental, ethnic, nationality, origin place, race, religion, sex, language, age, skin color, education, social status, culture, customs or any other matter according to the laws of each country and the agreements to which each country is obligated to comply, including the rights to live and liberty, freedom from the slavery and torture, human trafficking, harassment, forced labor and child labor, freedom of expression, freedom of association and bargaining, working rights, education and others. All human beings have these rights equally without discrimination.

Discrimination means the unequal treatment and care of individuals by increasing burdens or not providing equal benefits, rather than treating individuals fairly on the basis that they should receive. The discrimination may also include the harassment.

Harassment means the making of unwelcome or unacceptable generally comments or actions towards someone who interacting with. Non-sexual harassment may include denouncing and bullying, while sexual harassment involves the sexual element.

Human trafficking means any act of recruiting, housing, transporting, providing or receiving a person to be a forced labor or commercial sexual exploitation by enticement, coercion or deception.

**Guidelines**

1. Respect the human rights, treat all stakeholders equally and fairly, give honor to one another, realize the human dignity, and do not discriminate to any person due to differences in body, mind, race, nationality, origin place, race, religion, gender, language, age, skin color, education, social status, culture, traditions, or any other matter.
2. Perform duties with carefulness and avoid any actions that may cause the risk of human rights violations in business operations both directly and indirectly, as well as committed to preventing all forms of harassment, both sexual harassment and other forms of harassment.
3. Support and promote the actions to protect human rights, preventing any person from being deceived, forced into slave labor or forced to commit any form of inappropriate acts in order to reduce the human trafficking problem which is a crime committed by treating humans as commodities for trading for the benefit of individuals or criminal organizations.
4. Maintain a safe working environment in order to support its employees to perform their duties with full potential by complying with relevant laws not to affect the rights and safety of others, promote the creation of organizational well-being so that employees have a Work Life Balance as well as respect the employees' rights to freedom of expression, association and negotiation along with protect the personal rights, confidentiality, information disclosure and use of personal information.
5. Promote the fair employment, treat all employees with equality, respect, fairness and honesty. Respect the agreements made with employees in accordance with the terms and conditions of employment by treat all employees and workers including foreign workers fairly and transparently, determined wages and welfare, working hours, overtime work, working on holidays, leave, holidays and other benefits no less than those stipulated by law.
6. Refuse to employ child labor by strictly setting the criteria and age conditions for employment according to the provisions of the Labor Protection Act together with unaccept the forced labor, prison labor, slave labor, and other forms of labor which forced to seek benefits in any way in the operation.
7. Oppose the human trafficking and intimidation by not taking any action related to the human trafficking and intimidation, harassment or any violence, parody or comments on the differences of others in an undesirable manner, sexual harassment which expressed through the behavior and speech including the characteristics demonstrate the sexual abuse or make person feel ashamed both physically and mentally, which is considered human dignity violation.

8. Communicate, publish, provide knowledge, make understanding, set guidelines for human rights and support the stakeholders to create awareness including support and promote the actual practice to the stakeholders in business value chain to participate in business conducting with ethics, respect to human rights and treat everyone according to the human rights principles.

9. Supervise the human rights respectation. Do not neglect or ignore when encountering any actions that may be considered a human rights violation which related to the company by reporting to the supervisor or responsible person for acknowledge and participate in facts investigating. If there are any doubts or questions please consult with the supervisor or responsible person through the specified channels.

10. Provide a Whistleblowing channel for stakeholders, persons who believe that their rights have been violated or treated unfairly could complain according to the Company's Whistleblowing Policy. The Company would handle such complaints fairly and give the protection to complainants or participants in reporting the human rights violations related to the company. However, any complaints received by the company will be taken consider seriously, confidentially and sympathetically.

11. Any persons who violate the human rights, including have a discriminatory behavior or harassment is considered to be broken the Company's ethics will receive the disciplinary punishment in accordance with the prescribed regulations and may be punished by law if such action is illegal.

#### **Customer rights respectation**

The Company give the importance to strictly maintaining the customer privacy, committed and develop the customer information protection and communication to be most efficient by setting an Information Technology Security Policy and Personal Data Protection Policy to be the operational guidelines.

#### **Trade partner rights respectation**

The Company would maintain business ethical standards and conduct business conform with related rules and regulations with both trade partners and business partners in order to prevent the participation in the operational process that may cause or be related to the human rights violations as well as promote the human rights respectation by strictly comply with human rights laws and regulations and emphasize to respect these laws and regulations throughout the supply chain.

#### **Community rights respectation**

The Company give the importance to run business which responsible for the community, society and environment by setting the environmental policy to be a guideline ensuring that the Company's business operations have the least impact to the community, society and environment by continuously and

strictly comply with environmental laws, regulations, rules and requirements in the Company's activities. In addition, the Company give the importance to all stakeholders rights appropriately, respects the rights and treats stakeholders fairly in order to prevent the actions that may violate the human rights of stakeholders appropriately.

## **6. Management policy for fair service providing to customers (Market conduct)**

S 11 Group Public Company Limited adhered to run business with ethics by conducting the transparent, appropriate, clear and auditable governance and management along with giving importance to provide services to customers with responsibility and fairness, respecting their fundamental rights in order to create the sustainable business growth.

The Company, therefore, has set this market conduct policy to define the framework and guidelines in governance and management in order to encourage the relevant parties to acknowledge and comply in the same manner as well as conforming to the announcements, regulations, standards or other relevant laws together with has been aware of the potential changes and impacts on the products and services in the future.

### **Objective**

1. To assure customers that the Company is committed to provide fair, sincere, and not to take advantage services.
2. To assure customers that they would receive an advice that aligned with their intentions, financial capability and understanding regarding products and services with correctly, appropriately and not disturb. The customers would receive clear, complete and adequate information to make a decision with correct understanding before, during, and after the sale as well as could compare the products or services information among service providers easily.
3. To assure customers that they would receive products and services fairly both price and conditions aligned with their intentions, capabilities and expectations as well as supervise the customers' information and assets from inappropriate usage without permission.
4. To assure customers that they could conduct the post-sale processes with convenient, treat the problems solving with appropriateness and fairness such as products and services changing, service provider changing, problem reporting, complaint filing and compensation.

5. To assure customers that they would receive the understanding in their rights and duties regarding products and services usage by supporting and promoting their access to financial knowledge.

**Scope**

This policy is promulgated for the Board of Directors, Managing Director, executives, and all employees of S 11 Group Public Company Limited and its subsidiaries that involved in the customer service as well as included the stakeholders to be informed and strictly complied in the same manner. The requirement in this policy is considered as a minimum standard to be following.

**Goal**

To ensure that this policy could attain the achievement in implementation which support the Company to run business with sustainability through the appropriate and fair governance and management in order to protect the customers. The Company, therefore, has set the policy's goals as follows:

1. To support the strong governance which covered the establishment of framework focusing on enhancing the Company's management to improve service quality in long-term with clearly, holistic and not spread in many criterion which enabling employees practical implementation without undue burden and enabling regulators legal authority as well as follow-up the framework compliance with clearly, transparently and effectively cooperate with other supervisory agencies.
2. To support the awareness of directors, executives and employees at all levels as well as give the importance to market conduct in order to create the moral organizational culture and strictly comply with the laws. This will be a key factor in enabling the Company to run business with stability and sustainability.
3. To support the customers in accessing and acknowledging the product information, service quality and their rights and duties in an easily manner along with providing an appropriate, clear, open and transparent advice both pricing and service conditions including the potential problems solving in order to make the customers enable to compare products and services information among service providers and independently make a decisions that align with their satisfaction and intentions.

**Principle**

This policy has been prepared by considering in accordance with the principles of laws, regulations, requirements and governance and management standards such as notifications, rules and regulations of the

Bank of Thailand, the Securities and Exchange Commission, the Cyber Security Act, the Personal Data Protection Act, the Debt Collection Act, announcements of the Debt Collection Regulatory Committee, the COSO standards (The Committee of Sponsoring Organizations of the Treadway Commission) and the ISO standards (International Organization for Standardization): ISO 27001 to be the study framework in finding the market conduct guidelines, governance and management to ensuring that this policy could be implement appropriately and according to the international standards.

### Definition

<b>Company</b>	means	S 11 Group Public Company Limited and its subsidiaries
<b>Product</b>	means	Financial products and services that issued, recommended, sold, purchased, or transferred by the service provider, including services provided through digital channels or other media. This also includes products under supervision of other regulators such as debt instruments, mutual funds, non-life insurance and life insurance.
<b>Customer</b>	means	Natural person and juristic persons who currently use financial products and services, including those who inquire about product information, those who acknowledge products through various media and those who are offered or induced by service providers to purchase products.
<b>Vulnerable customer</b>	means	Customers whom the service provider must contact carefully and treat specially such as elderly individuals aged 60 years and over, those with limited financial knowledge, inexperienced users of products especially those accessing services through digital channels or other media, or those with communication or decision-making limitations including person with hearing or visual or health impairments.

### Working system management

The Company considers the applying principles related to the management of working systems that support fair customer service which includes end-to-end management through a minimum standard of 9 systems in accordance with the guidelines of the Bank of Thailand as follows:

- 1. Corporate culture and roles and responsibilities of board of directors and senior executives:** The board of directors and senior executives would responsible for encourage the fair service providing with concrete and effective to be a part of corporate culture.
- 2. Product development and customer segmentation:** Designing and offering products and services that appropriate with each group of target customers' intentions, financial capability and understanding as well as appropriate with employees' sales capability, working system along with capability in controlling of sales quality with fairness to customers to ensure that the customers would receive fair products and services both price and condition.
- 3. Remuneration:** Determine remuneration and punishment measures that significantly consider the service quality for all level of employees who involve in customer service providing as well as executives who supervise to encourage fair service providing.
- 4. Sales process:** Customers would receive the products and services offering which not disturb their privacy, receive important information with complete, not exaggerated and non-misleading, sufficient to decision-making with correct understanding and sufficient to the next service using as well as receive products and services that appropriate with the customers' intentions, financial capability and understanding.
- 5. Communication and training:** All level of employees who involve in customer service providing would receive the communications which raise awareness of the importance of fair service providing with sufficient knowledge and capability in duties performing to provide service with fairness and real implementation.
- 6. Data privacy:** Supervising the customer privacy and protecting customer information. Providing an appropriate security in order to prevent personal data loss, accessibility, usage, changing or disclosure without authority or wrongfully.
- 7. Problem solving and complaint management:** Providing problem solving procedure, complaint management and compensation with clear, rapid, independent, efficient and fair.
- 8. Control supervision and audit (3 lines of defense):** Providing the risk management procedure, control systems and operational audits on service providing by considering the fair and concise service providing. Preparing the risk and abnormal detecting systems in order to prevent the damage effectively.

- 9. Operation and business continuity:** Preparing operational plans to support business activities both in normal and emergency case to ensure that the customers' instructions and intentions are served and executed accurately, completely, timely, continuously and fairly.

**Roles, authorities and duties of relevant parties**

1. Board of Directors

- Approves the management policy for fair service providing to customers (market conduct policy)
- Assigning Managing Director, supervised executive together with staff follow the market conduct policy to supervise and manage in accordance with management criteria which consist of 9 system minimum standards aligned with notification of the Bank of Thailand and other relevant Act.
- Assigning executives and responsible staff prepare and improve working manual or best practice along with other procedures relating to market conduct regularly or any significant changes occur especially in case of comment in audit report of the Bank of Thailand, relevant ACT and Decree.
- Specifies the management for fair service providing to customers according to 3 lines of defense standard.

2. Managing Director, executives and relevant staff

- Bringing market conduct policy approved by the Board of Director to concrete and effective implementation, encourage to be the corporate culture especially strictly control, supervision and audit, and report significant issues to the Board of Director to use as a policy review and strategic plan regarding fair service providing.
- Providing the procedure and practice as well as working system which supports market conduct management, 3 lines of defense and operational support plan according to relevant Act, Decree and Notifications of the Bank of Thailand.
- Providing the follow-up process and supervising the business overview to be conforming to the guidelines of fair service providing with effectively and regularly report such issues to the relevant working groups.
- Supervising the information disclosure in order to protect the customers in accordance with the Personal Data Protection Act B.E.2562, Notifications, regulations and orders of the Bank of Thailand.



- Specifies the communication to executives and all level of employees to understand the importance of market conduct policy to be the corporate culture.
- Specifies the compliance with laws, notifications, regulations, orders or guidelines of relevant regulatory agencies apart from the Bank of Thailand.

**Policy review**

The Company shall review the market conduct policy at least once a year or whenever significant changes occur. The reviewed policy shall be proposed to the Board of Directors for approval to ensure that such policy remains current and appropriate with the business environment.

**7. Anti-Money Laundering Policy and Procedures and prevention and suppression of financial support for terrorism and the proliferation of weapons of mass destruction****Principle**

S 11 Group Public Company Limited is considered a professional under Section 16 (6) of the Anti-Money Laundering Act B.E. 2542 , which will support and be ready to conduct business in accordance with the laws, regulations and rules of the Anti-Money Laundering Office (AMLO) and other government agencies to prevent it from being used as a channel or tool for money laundering or financial support for terrorism and the proliferation of weapons of mass destruction by strictly complying with the laws and practices set by the AMLO. In this regard, this Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing (AMU/CTPF) policy has been established, which has been approved by the senior executives of S 11 Group Public Company Limited and considers this policy to be the main policy of the organization and is as important as the main policy in conducting business. Therefore, all executives and employees involved in compliance with the law must strictly comply with this policy.

**Objective**

S 11 Group Public Company Limited places importance on compliance with the Anti-Money Laundering Act and the Act on Prevention and Suppression of Financing for Terrorism and the Proliferation of Weapons of Mass Destruction so that the Company's executives and employees can conduct business in accordance with the principles of the Anti-Money Laundering Act B.E.2542 and its amendments, including related regulations. This policy has the following important points:

1. Policies and procedures for accepting customers In establishing or refusing to establish a business relationship with a customer, S 11 Group Public Company Limited will proceed to have customers

identify themselves, and verify their identities in accordance with relevant laws and regulations and provide guidelines for personnel to be able to operate as required by law.

2. Risk Management Policies and Procedures S 11 Group Public Company Limited has established principles for managing risks related to money laundering and financing terrorism and the proliferation of weapons of mass destruction as follows:

(1) Policies and procedures for assessing and managing the risks of money laundering, financing of terrorism and proliferation of weapons of mass destruction within the organization.

(2) S 11 Group Public Company Limited shall determine the criteria and risk factors in accordance with the law and provide guidelines for personnel to be able to operate as required by law.

(3) Policy and procedures for managing customer risks of S 11 Group Public Company Limited will determine the criteria and risk factors in accordance with the law and will manage the risks throughout the period of the business relationship with the customer until the relationship ends and provide guidelines for personnel to be able to operate in accordance with the law so that personnel can operate in accordance with the law.

(4) Policies and procedures for risk assessment for all products, services and service channels of S 11 Group Public Company Limited shall determine the criteria and risk factors in accordance with the law. and in the event of introducing new products or services, or developing new products and business methods, or having new mechanisms for providing services, or using new or under-developed technologies for both new and existing products, the Company will assess and mitigate the risks of money laundering and financing of terrorism and the proliferation of weapons of mass destruction that may arise from the development of such new products or services before introducing new products, new services, or using new technologies.

3. S 11 Group Public Company Limited requires that employees have continuous knowledge and understanding of laws on anti-money laundering and anti-terrorism financing and the proliferation of weapons of mass destruction.

4. S 11 Group Public Company Limited has set measures for the joint use of information between S 11 Group Public Company Limited and its branches or subsidiaries , prohibiting directors, employees, agents or any person of the company. S 11 Group Public Company Limited or its branches or subsidiaries shall not disclose information, facts or perform any action that may cause customers or outsiders to know about the investigation to find out the facts about customers, report transactions or send any other information to the AMLO office, except in compliance with the law or court orders.

5. S 11 Group Public Company Limited requires that transactions be reported in accordance with the formats, criteria and methods prescribed by law.
6. S 11 Group Public Company Limited establish internal audits on the operational systems and compliance with laws on anti-money laundering and anti-terrorism financing and proliferation of weapons of mass destruction.
7. S 11 Group Public Company Limited requires that the details of information regarding the identification, verification of facts about customers, transactions and records of facts about transactions be kept for the period prescribed by law.
8. S 11 Group Public Company Limited determines a development plan and improves policies, including manuals, to be consistent with applicable laws, which will be reviewed and improved at least once a year or when the law changes.

## **8. Insider Information Policy**

The Board of Directors realizes the importance of good corporate governance and for transparency and prevention of personal gain from the use of the Company's inside information that has not yet been disclosed to the public, the Company has established the Company's Inside Information Use Policy as follows:

1. Provide knowledge to directors, executives, those holding executive positions in accounting or finance at the manager level or equivalent and all company employees about relevant laws and regulations so that such persons can strictly adhere to them as guidelines.
2. Provide knowledge to directors, executives, auditors, including those holding executive positions in accounting or finance at the manager level or equivalent, about their duties in preparing and submitting reports on their securities holdings, their spouses, cohabitants, minor children, and juristic persons in which the person reporting holds more than 30 % of all voting rights, in accordance with Section 59, to the Securities and Exchange Commission, and the penalties in accordance with Section 275, Section 281/10, and Section 317/4. of the Securities and Exchange Act B.E. 2535
3. Requires directors, executives, auditors, including those holding executive positions in accounting or finance at the manager level or equivalent, to prepare and submit a report on their securities holdings, spouses, cohabiting partners, minor children, and juristic

persons in which the person reporting holds more than 30 % of the total voting rights, to the Securities and Exchange Commission every time. The report must be prepared and submitted within 30 days from the date of appointment to the position of director or executive, or a report on changes in securities holdings must be submitted within 3 business days from the date of purchase, transfer, or receipt of such securities together with submitted the copy of changes in securities holdings to the company secretary in order to report such changes to the Board of Director's meeting for acknowledge.

4. It is stipulated that directors, executives, auditors, including those holding executive positions in accounting or finance at the level of department manager or equivalent, related personnel, including any person who has received material inside information that affects the change in the price of securities, must suspend trading in the Company's securities, including prohibiting them from disclosing such material information to other persons during that period and before disclosing the financial statements or disclosing the financial status and status of the Company until the Company has disclosed the information to the public. The Company will notify the directors, executives, auditors, including those holding executive positions in accounting or finance at the level of department manager or equivalent, in writing to suspend trading in the Company's securities at least 30 days in advance of disclosing the information to the public and at least 24 hours after disclosing the information to the public.
5. Disciplinary penalties are imposed for violations of using inside information for personal gain, starting from written warnings, deduction of wages, temporary suspension without pay, or dismissal. The penalties will be considered based on the intent of the action and the seriousness of the offense. In addition, those who violate the use of inside information for personal gain, including those involved, may be subject to imprisonment and civil and criminal fines.

## 9. Information Disclosure Policy

The Company's disclosure of information is based on the principle of fairness, transparent, continuously verifiable in accordance with the principles of corporate governance. The Board of Directors has therefore established an information disclosure policy. To provide

shareholdersInvestorsPublicand various stakeholdersEnsure that the Company's disclosures are accurate and clear.Comply with the law and be fair.

### **General principles<sup>2</sup>**

The Company shall disclose information that is material to investors' decision-making as soon as possible by disclosing accurate information with sufficient details at an appropriate time through the Stock Exchange of Thailand or relevant agencies so that all groups of persons have equal access to the information. In the case that such information is inside information which is in a period that cannot yet be disclosed, the Company has a system to supervise and maintain such information to be limited to only persons who need to know such inside information.

### **Scope of the policy**

This Disclosure Policy applies to the provision of information.Of the companyBoth financial and other informationThrough various channels, including providing written informationOral information provisionOr by phoneVideo conferencing, social media, internet or digital mediaProviding information to reporters or investorsIncluding providing various informationThrough government agency channelsOr another person has arranged for the general public to be able to access the information.

### **Disclosure standards**

1. Disclosure of material information that has not yet been made publicThe company will disclose it carefully.correctcompletelyJust in timeWhile ensuring that shareholdersOr investors receive various informationSufficientlyEqual and easily accessible informationDisclosed through the company's websiteAlso, consider the timing of the disclosure of such information.
2. Disclosure of forward-looking information about the situationBusiness directionIncluding the company's future performanceThe company will disclose with caution.Along with an explanation of the conditions or assumptions used in making that prediction.
3. Disclosure of material information that has already been made publicThe company will make clear disclosures.completelyWithout causing confusionIn addition, the company has provided additional information with clarity and consistency.and not to cause misunderstanding about such information

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<sup>2</sup>Office of the Securities and Exchange CommissionGuidelines for the disclosure and maintenance of information affecting securities prices , 1

4. Other disclosuresNon-essential informationThe Company will make disclosures based on facts.and not intending to cause others to be misled about the facts regarding financial statusPerformance, Securities PriceOr disclose in a manner that may cause other persons to believe that the price of securities will increase or decrease.
5. Disclosure of information that may cause the Company to suffer a business or competitive disadvantageThe company will take extra precautions.Including information about the cost of doing businessOr market share

### **The meaning of the word “ important information ”**

Important informationmeanVarious informationRegarding the Company's business operations, if disclosed in an inappropriate manner, it may cause a significant impact on the Company's ability to conduct business.or security priceIncluding the possibility of influencing investment decisions.Whether it is financial informationInvestmentOr trade secretssuch as

1. Financial statementsIncluding the balance sheetProfit and loss statementCash flow statementStatement of changes in shareholders' equity, notes to the financial statementsand significant changes in accounting policies
2. Information regarding the mergerAcquisition or disposal of a material affiliate / subsidiary companyand may affect or change the business structure of the Company
3. Information regarding the acquisition or disposal of securities or investment projects of significant value.
4. Payment informationOr stop paying dividendsor changes in the company's dividend payment policy
5. Information regarding changes in major shareholders, controlling persons, or key executives.
6. Information about the Company's major legal disputes
7. Information about service provisionor stop providing the company's essential services
8. Policy informationor the company's business strategy
9. Forecast information about the situationBusiness directionIncluding the company's future performanceEspecially profit or loss information
10. Other informationAbout companies that are considered to have an impact on the price of securitiesor influence investment decisions

**Inside information<sup>3</sup>**

The Company prohibits the disclosure of inside information to any person prior to disclosure to general investors, except in necessary cases. Inside information means information that has not yet been disclosed to the general public, which is material to changes in the price or value of securities or investment decisions. Such information includes information about a listed company, major shareholders, controlling persons, or key executives of a listed company, and is information that is sufficiently clear for general investors to use in making investment decisions.

However, not all material information that has not yet been disclosed through the Stock Exchange of Thailand is considered inside information. This is because in some cases, material information that has not yet been disclosed may not affect the price or decision of investors, or information that may affect investment decisions is not information from sources within the company but comes from factors outside the company, such as information about market conditions or the industry.

Consideration of the significance of information cannot be determined as a certain number or proportion to be used in every case. Such significance depends on the impact or importance of the information, which is influenced by many factors, including the size of the listed company, the development of the matter, the reliability of the information, the market conditions related to the company or industry sector, and the likelihood that investors will use the information.

**Persons who have the right to disclose material information that has not yet been disclosed to the public**

The Company designates only the following persons as authorized to answer questions or provide important information: Not yet publicly disclosed namely

1. Chairman of the Executive Board
2. Managing Director
3. Persons assigned by persons under 1 or 2 ( only for matters assigned )

**Important disclosure period**

The Company has a strict policy to prevent any material information or other relevant information from being disclosed to the public prior to the date on which the Company has determined the disclosure of material information. Especially in the two weeks prior

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<sup>3</sup> Office of the Securities and Exchange Commission Guidelines for the disclosure and maintenance of information affecting securities prices , 2

In this regard, all employees are not permitted to disclose any material information that has not yet been made public at any time. Unless assigned by the Chairman of the Executive Board or Managing Director

## **Management of non-disclosed internal information<sup>4</sup>**

### **1. Cases in which disclosure may be delayed**

In the event that the Company has inside information that is in a period that cannot be disclosed due to reasons that cannot be concluded or there is high uncertainty, the Company will closely monitor the situation and disclose such information through the Stock Exchange of Thailand as soon as the conclusion can be reached or it is certain, for example:

- (a) Matters under negotiation or disclosure may affect the outcome of negotiations.
- (b) Matters requiring approval from other organizations or persons and disclosure during the application for approval may have an impact that may cause misunderstanding among investors.

### **2. Confidentiality of undisclosed internal information**

While the information is not yet available or has not been disclosed, the Company has taken steps to maintain the confidentiality of such information to prevent anyone from using it for their own benefit or disclosing it improperly.

### **3. Disclosure of information in the event of a risk of data leakage**

In the event of a risk of internal information leakage before the facts and related impacts can be confirmed, the Company will disclose preliminary information about the situation as follows:

- (a) Details of the story as far as can be determined
- (b) Explain why complete facts cannot be provided.
- (c) Demonstrate the company's responsibility to disclose details of information at the earliest opportunity possible.

If the Company is unable to disclose such preliminary information through the Stock Exchange of Thailand or deems that such action should not be taken, the Company will discuss with the Stock Exchange of Thailand and may request a temporary suspension of trading of the securities as appropriate.

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<sup>4</sup>Office of the Securities and Exchange Commission Guidelines for the disclosure and maintenance of information affecting securities prices , 3



#### **4. In cases where it is necessary to disclose information to relevant persons**

In the event that it is necessary to disclose inside information to a person with relevant duties, without having disclosed such information through the Stock Exchange of Thailand, the Company will take action to ensure that the recipient of the information is aware of their duties and has a system in place to maintain the confidentiality of the information in order to prevent the use of such information or disclosure to other persons.

#### **5. Actions in the event of rumors, information leaks and/or unintentional disclosure**

The Company has established procedures to deal with cases of rumors, data leaks, and unintentional disclosures. If the rumors or information that has been leaked or unintentionally disclosed is inside information, the Company will clarify or disclose it through the Stock Exchange of Thailand in accordance with the prescribed guidelines. However, even if such cases are not issues related to inside information, the Company will disclose the information on the website to inform investors.

The Company has a review process after providing information to specific groups of persons to check whether there is any unintentional disclosure of inside information, such as when a listed company meets with investors in an Opportunity Day event or during the period after the announcement of quarterly financial statements and answers questions by disclosing inside information. If such an event occurs, the Company will immediately disclose the information through the Stock Exchange of Thailand and then publish the information on the Company's website. The Company will disclose the documents used in providing information to specific groups of persons through the Stock Exchange of Thailand and also publish the information on the Company's website.

#### **The Company has entered into a confidentiality agreement with the Advisor prior to providing access to confidential transactions.**

In engaging consultants or other service providers to assist and support the Company's transactions, the Company is required to disclose confidential information to such persons. The Company has arranged for the Consultant to sign a Confidentiality Agreement and perform their duties in accordance with the principles of responsibility, carefulness and honesty as a guideline to reduce the risk of the information disclosed by the company being misused whether intentionally or not.

**Disclosure of information to specific individuals<sup>5</sup>**

The Company aims to communicate and build good relationships with investors and other stakeholders through various channels that are beneficial to both the Company and those individuals. Such operations are based on the principle that the Company discloses information that is material to investment decisions equally, both in terms of content and time, as follows:

**1. Data preparation**

The Company has prepared the information to be used in the meeting with specific persons in advance, after checking that the information to be used does not contain any inside information, or if there is inside information that has not yet been disclosed, the Company will consider the appropriateness according to the process whether to disclose that information to the Stock Exchange of Thailand before the meeting with specific persons or to keep it as confidential information in order for investors to have correct and sufficient information in a timely manner, and at the same time not to disclose information too early during a period of high uncertainty, as this may cause investors to misunderstand.

**2. Disclosure of inside information to specific groups of persons**

The Company shall not disclose inside information to specific persons. If inside information is disclosed to specific persons for any reason, the Company shall inform the person who receives such information of the duty to keep the information confidential until such time as it is disclosed, and shall disclose such information immediately through the Stock Exchange of Thailand.

The Company will exercise great care in responding to questions outside the scope of the information provided, using the following guidelines:

- (a) Provide only information disclosed through the Stock Exchange of Thailand and answer questions based on such information only.
- (b) If there are questions that require the Company to answer as inside information, the Company must not answer those questions, but may note down the questions. If it considers that the inside information in the questions is within the scope of disclosure or that it is beneficial and wishes to answer those questions, the Company must disclose the information through the Stock Exchange of Thailand so that the general public will know first.

Comments on analysts' financial estimates should be limited to issues of factual and assumption error and should avoid responses that might suggest that the company's or the market's estimates are

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<sup>5</sup>Office of the Securities and Exchange Commission Guidelines for the disclosure and maintenance of information affecting securities prices , 4

incorrect. In managing earnings forecasts, use continuously available information to identify the range in which earnings forecasts are likely to fall, and any changes to earnings forecasts must be disclosed through the Stock Exchange of Thailand before being made available to outside parties.

### **Actions in case of doubts regarding policies**

In case of any doubt regarding disclosure of information, please consult your supervisor or the company secretary. Failure to comply with this information disclosure policy is an act that violates the company's ethics.

### **Additional guidelines<sup>6</sup>**

The Company therefore adheres to the “ Inside Information Policy ” in order to have an efficient internal information management system that helps reduce the risk of leakage or misuse of information. In the Company's operations, there are cases where directors, executives, and related persons must consider or acknowledge information that may affect the price of securities and cannot yet be disclosed to investors. If there are no good measures to manage such information, the Company's confidential information may be leaked, causing damage to the Company, or used for improper purposes, which takes advantage of investors. In addition to being illegal, it also affects the Company's credibility.

## **10. Report of interests Policy**

S11 Group Public Company Limited requires directors and executives to report to the Company their interests or those of related persons, which are interests related to the management of the Company's business, in accordance with Section 89/14 of the Securities and Exchange Act B.E. 2535, as amended by the Securities and Exchange Act (No. 4) B.E. 2551.

The objective is to provide the Company with information to support its operations in accordance with the regulations regarding related party transactions, which are transactions that may cause conflicts of interest and may lead to the transfer of the Company's benefits, including the fact that directors and executives must perform their duties with care and honesty, and must make decisions without any direct or indirect interest in the matters being decided. The information in this report is therefore useful for monitoring and ensuring that the performance of the duties of directors and executives is pure and transparent.

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<sup>6</sup>Office of the Securities and Exchange Commission , Guidelines for the disclosure and maintenance of information affecting securities prices , 5

As for the method of reporting the interests of directors, executives or related persons, directors and executives must report their interests or those of related persons to the company secretary immediately or within 15 days. From the date of the interest transaction. In case of any change in information on interests, the directors and executives shall report to the Company Secretary without delay, within 3 business days from the date of the change in information, and the Company Secretary shall send a copy of the report on interests under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days from the date the Company receives such report, including keeping the report on interests reported by the directors and executives to the Company, and disclosing information on the interests of the directors and executives in the annual report (Form 56-2) and the annual information list (Form 56-1).

## **11. Conflict of Interest Policy**

S 11 Group Public Company Limited intends to conduct business with honesty, integrity, transparency and accountability. Therefore, it is determined that it is the duty of directors, executives, employees of the company, including family members, to avoid having a stake in or being involved in any action that conflicts with the company's interests, which will result in the company losing benefits or reducing the efficiency of operations. The Board of Directors has supervised all directors, executives and employees to comply with the Securities and Exchange Act and the regulations, announcements, orders or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the requirements on disclosure of information on related party transactions and the acquisition or disposal of the Company's significant assets and strictly comply with accounting standards.

However, if a conflict of interest occurs during the tenure of the Company's directors, executives and employees in an unavoidable manner, the Company will ensure that such transaction is transparent and fair, similar to transactions with external parties, taking into account the Company's maximum benefit and providing fairness to those involved. The Company has therefore set measures to prevent conflicts of interest that may arise from transactions between the Company and persons who may have conflicts of interest. Executives and stakeholders in such matters will not be able to participate in approving such transactions. The Company has designated the Audit Committee or auditors to consider, examine and provide opinions on the appropriateness of the price and the reasonableness of the transactions, and disclose such related transactions in the notes to the financial statements that have been audited or reviewed by the Company's auditors and the Form 56-1 One Report too.

## 12. Credit Review Policy

This policy is an important element of effective credit risk management, having a role in assessing the quality of loan receivables and identifying potential risks as well as setting a working framework for credit reviews regularly and independently to ensure that the Company could retain good quality debtors, reduces losses and maintains an appropriate capital level.

### 12.1 Objective

1. To specify credit review framework with effectiveness.
2. To Identify risks that may arise from business operations.
3. To improve the debtors' information to be appropriate and up-to-date.
4. To establish the strengthen of credit risk management.

### 12.2 Policy scope

This policy applies to S 11 Group Public Company Limited and its subsidiaries. The provisions of this policy are considered as the standards to be followed.

### 12.3 Principles

S 11 Group Public Company Limited has established this policy to review credit information together with check and assess the debtors' repayment capability both in the past and present, which enables the Company to assess the financial risk and ensure that the Company's business is in the manageable scope by reviewing information such as the debtors' financial status, repayment history, current address and other factors that may affect the debtors' repayment capability etc.

### 12.4 Definition

<b>The Company</b>	<b>means</b>	S 11 Group Public Company Limited and its subsidiaries
<b>Credit information company</b>	<b>means</b>	A company that has licensed to conduct credit information business
<b>Board</b>	<b>means</b>	The Risk Management Committee
<b>Credit</b>	<b>means</b>	Lending money or loan or lending securities, hire purchasing, leasing, guaranteeing
<b>Credit review</b>	<b>means</b>	Checking of repayment history in the past, including the current information

## 12.5 Credit Review Policy

### 1. Identify risk and frequency of credit review

The Company would review credit that have an outstanding balances continuously, by reviewing according to the appropriateness of current situation in order to follow up the debtors' financial status properly and execute the corrective measures in a timely manner. Moreover, the reviewing may include the analysis of debtors' financial information and the consideration of allowance for expected credit losses to be appropriate with the situation. The Company has classified debtors by risks as follows:

#### 1.1 Low Risk Debtors

Including debtors who have no significant increase in credit risk which have no overdue repayments history or have been overdue for less than 1 month.

#### 1.2 Medium Risk Debtors

Including debtors who have a significant increase in credit risk which have an overdue repayments history more than 1 month but not over 3 months.

#### 1.3 High Risk Debtors

Including debtors who have a credit impairment which have an overdue repayments history more than 3 months.

### 2. Collecting information

The Company will collect relating information from both internal and external sources to support the credit risk management to be most efficient by using information from accounting systems, repayment status, credit bureau reports (NCB) as well as relevant economic and industry information to assess the risk and trend of debtors accurately.

### 3. Risk Assessment

The Company will assess the risk of debtors from information that the Company has collected from the various sources to ensure that the debtors who still have an obligations to the Company are in an appropriate level.

### 4. Follow and manage credit

If a credit review found that the debtors have an increasing risk of default, the Company will execute the appropriate measures to prevent and mitigate any damage which will occur in the future such as field visiting the debtor or following up the repayment regularly. In addition, if a

credit review found that the debtors have no risk of default, the Company may consider giving benefits in the next loan applications.

Therefore, in order to support the Company to participate in problem solving and be aware of the debtors' problems, the Company will follow up debtors after the transaction as well as review and improve the debtor assistance methods regularly.

## **12.6 Policy review**

The Company arranges for a review and assess the effectiveness of policy at least once a year or when there is a change that significantly affects to the Company.

## **13. Non-performing Loan Selling Policy**

This policy is intended to provide a standard for the sale of non-performing accounts. To mitigate damage and reduce the cost of managing non-performing debt. The operations under this policy are in accordance with relevant laws and regulations.

### **Objective**

1. To make debt management efficient and reduce debt collection costs.
2. To be a guideline for selling non-performing accounts.

### **Policy Scope**

This Policy applies to the Company. S11 Group Ltd. (Public) Subsidiary Company and the purchaser of the company's non-performing debtor accounts. The provisions of this policy are considered standards that must be followed.

### **Principle**

company S11 Group Ltd. (Public) Recognize the importance of effective debt management. The company has therefore established a policy to sell non-performing accounts to the company. Subsidiary Company and individuals or juristic persons with expertise in managing non-performing debt. This will help reduce the burden of debt collection costs and reduce the damage from non-performing loans. To enable the company to use available resources to their full potential, and to strengthen financial stability and potential for sustainable business growth.

### **Definition**

**company** means that company S11 groups Ltd. (Public) and subsidiaries

**Committee** means that Non-performing Debt Management Committee Which consists of executives at the managerial level from all departments in the company. S11 groups Limited (Public)

Company )Together they form a committee that is responsible for setting policies.Management rules and regulationsplanSupervise, including authorizing or appointing a person to act on behalf of the person under the prescribed regulations.

**Non-performing accounts receivable means that**

1.Hire purchase receivables and are considered non-performing receivables according to the Company's debt classification.This includes debtors who have been written off as bad debt accounts and have not yet paid the debt to the company or have not paid in full.

2.Other types of loan receivable accountsand is a non-performing debtor according to the Company's debt classification. This includes debtors who have been written off as bad debt accounts and have not yet paid the debt to the Company or have not paid in full.

3.Hire purchase receivables account where the Company received back the hire-purchased motorcycles and the Company sold them by auction.But there is still a difference in debt that has not been paid to the company or has not been paid in full.

4.Other types of loan receivable accountsThe Company has provided assets for auction to pay off debts, but there is still a debt gap that has not been paid to the Company or has not been paid in full.

5.Accounts receivable that received compensation from insurance claimsBut there is still a difference in debt that has not been paid to the company or has not been paid in full.

**Non-performing accounts receivable buyerIt means that** a legal entity participates in the auction to offer a price for purchasing non-performing debtor accounts from the Company.

**Non-performing accounts sales policy**

1.To the committee or persons assigned by the committee to appointResponsible for managing the non-performing debtor accounts to be sold.

2.To the committee or persons assigned by the committeeTo be the one who determines the criteria for selecting and grouping the non-performing debtor accounts to be sold.Including setting the median price at which the auction will be held

3.To the committee or persons assigned by the committeeTo be the one who determines the criteria for selling bad debt accounts by auction method.

**Policy Review**

The Company arranges for a review and evaluation of the effectiveness of the policy.At least once a year1 timeOr when there is a change that significantly affects the company



## **14. Accounting and financial policy**

The Company places importance on the preparation of accounting and financial reports, which must be accurate, complete, truthful, timely and reasonable for submission to executives, shareholders, government agencies and other relevant persons. Therefore, it is required that personnel at all levels must strictly comply with the various procedures related to the accounting, financial and internal control systems, including the Company's accounting and financial requirements and generally accepted accounting principles, as follows:

### **14.1 Accuracy of record keeping**

Recording all business transactions of the Company must be accurate, complete and auditable, without limitations or exceptions to recording transactions in accordance with the facts, in accordance with accepted accounting standards and relevant laws, with complete and appropriate supporting documents for recording business transactions.

### **14.2 Accounting and financial items**

All accounting and financial items of the Company must be accurate, clear, contain sufficient material information, and disclose important information appropriately according to generally accepted standards and in accordance with the Company's financial and accounting regulations. All employees must be aware of the accuracy of the Company's accounting and financial items. It is the joint responsibility of the Board of Directors, executives, and employees who are responsible for business transactions at various stages.

## **15. Compliance Policy**

All levels of personnel must comply with the regulations and requirements of the relevant laws and regulations. Before performing any work that may be required by law, there must be caution, careful review, and inspection by the responsible person to ensure that the relevant laws have been complied with.

## **16. Non-infringement of intellectual property or copyright Policy**

S 11 Group Public Company Limited realizes and recognizes the importance of intellectual property or copyright. Therefore, it has determined that this matter is an important policy that all directors, executives and employees must strictly comply with. It has also determined that there must be an

inspection to prevent the violation of intellectual property or copyright, taking into account the Computer Crime Act B.E. 2550. It is important

In addition, the Company's directors, executives and employees must protect and preserve the Company's intellectual property from being infringed or used without permission, and respect and do not infringe on the intellectual property of others.

The Company has a policy to comply with laws related to intellectual property or copyright as follows:

1. All employees shall comply with all laws, regulations and contractual obligations regarding valid intellectual property rights and shall not infringe or misuse the valid and enforceable intellectual property rights of others.
2. Works resulting from the performance of duties assigned by the company or works used for the company, such works are considered the intellectual property of the company. When leaving the employee status, all intellectual property must be returned to the company, whether it is data or works stored in any form.
3. All employees help take care of the company's intellectual property to preserve benefits and prevent copyright infringement by others.
4. Employees who use the company's computers must use software under the license of the copyright owner and only those authorized by the company to use it, according to the company's information security regulations.
5. The use of work or information that is the copyright of an outsider that has been obtained or will be used within the company must be checked to ensure that it does not infringe on the intellectual property of others.

## **17. Information Technology Policy**

The Company has a policy to allow employees and related operators to use the information technology system, which consists of data communication network circuits, software systems used in operations and data processing, computers with peripherals, data files, and the Company's data efficiently, without violating the law or related acts, with adequate security standards for the benefit and efficiency of the Company's business. Therefore, the following practices are established:

- 17.1 Use information technology systems in all aspects of the work and develop the company's personnel to have up-to-date knowledge and skills.

17.2 Employees must use information technology systems to promote the Company's business. They must not do so for personal gain or in violation of ethics and morality.

17.3 The information recorded and disseminated through the information technology system is the responsibility of the owner of that information to ensure that it does not violate the law or infringe on third parties.

17.4 Use legal and standard software.

17.5 The use of information technology systems must be approved and in accordance with the prescribed regulations.

17.6 Data owners shall protect their information technology systems and business-critical data from external access, theft and destruction to ensure the continuity of the Company's business.

17.7 Persons responsible for the overall information technology system assigned by the Company are responsible for setting measures to control and protect the information technology system to ensure its stability and safety, and must monitor that all personnel strictly comply with the regulations.

## **18. Information Technology Security Policy**

To ensure that the use of information technology by S11 Group Public Company Limited is appropriate, efficient, secure, and can continuously conduct business, as well as prevent problems that may arise from inappropriate use or threats, and to reduce the impact of information technology risks to an appropriate and acceptable level by maintaining information security, which means maintaining the security of the use of information assets and the information technology system of the Company by not disclosing information to unauthorized persons or systems (Confidentiality), maintaining the correctness and completeness of information (Integrity), and the ability to access and use it according to the needs of authorized persons (Availability).

Therefore, the Company has established this Information Security Policy as part of the Company's Information Technology Policy, consisting of the Policy, Guidelines, Standards and Procedures for maintaining information technology security in accordance with laws, standards and international practices.

## 19. Social Media Policy

At present S 11 Company Group Public Company Limited Directors, executives and employees have used social media.<sup>7</sup> To receive news and communicate with each other within the organization as well as with external parties, whether they are customers, service providers, service recipients and financial institutions, by sharing (Share), pressing Like, receiving news and expressing opinions, both among friends (friends) and the public (public) via computers, mobile phones and other mobile communication devices, both general information and information related to work duties. The use of such social media may affect the company, directors, executives, employees and external persons due to the receipt of information and communication. Commenting and sharing information may infringe on the rights of others or be illegal.

The Company has therefore established a policy on the use of social media for the Company, directors, executives and employees and/or any other person who has access to the Company's information and /or information technology system to practice and as a guideline for the use of social media so that the communication of information of the Company, directors, executives and employees via social media is correct and factual and in accordance with various regulations and to set guidelines for expressing opinions as a representative of the Company and personal opinions.

In addition to complying with this Policy when using social media, the Company, its directors, executives, employees and/or any other person who has access to the Company's information or information technology systems must comply with relevant laws and regulations, including:

- 1) Computer Crime Act B.E. 2550 (including amendments)
- 2) Personal Data Protection Act B.E. 2562 (including amendments)
- 3) Cyber Security Act B.E. 2562 (including amendments)
- 4) Regulations regarding the work of company employees (including revised editions)

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<sup>7</sup>Social media means “website and programs or applications that allow people to communicate and share information on the Internet using a computer or mobile communication device such as a tablet or smart phone.” Including various social media such as Facebook, Twitter, Instagram, Google Plus, Snap Chat, YouTube, You Like, Wikipedia and various web boards such as pantip.com and various blogs, including chat applications such as Line and WhatsApp.

- 5) Code of Conduct includes the code of conduct and guidelines for the Company's directors, executives and employees.
- 6) Disclosure Policy
- 7) Insider Trading Policy
- 8) Computer and Information Technology Use Policy

In the event that the above laws and regulations prescribe practices related to this Social Media Usage Policy, such laws and regulations shall be complied with until changed. In the event that the directors, executives, employees of the Company and/or any other person who has access to the Company's information or information technology system fails to comply with this Social Media Usage Policy, the Company will take legal action in accordance with the relevant regulations.

#### **Guidelines for using social media**

The Company has a policy that requires directors, executives, employees and/or any other person who has access to the Company's information or information technology system to use social media appropriately, separating the use of social media as a representative of the Company from personal use. Therefore, the following guidelines for the use of social media have been established:

#### **19.1 General principles of using social media**

1 ) Directors, executives and employees of the Company and/or any other person who has access to the Company's information or information technology system may use social media in their personal capacity as long as it does not affect the performance of their duties and does not conflict with or contradict relevant laws and regulations.

2 ) Directors, executives and employees of the Company and/or any other person who has access to the Company's information or information technology system should be careful in receiving news, communicating, sharing information and expressing opinions on social media, using polite language, whether speaking or slandering other people. Whether you are a director, executive, company employee or an outsider, you should refrain from expressing opinions or sharing information that may affect the rights of other persons or the company.

3 ) Directors, executives, employees of the Company and/or any other persons who have access to the Company's information or information technology system should refrain from communicating, giving orders and coordinating .Performing duties through social media: If there is a need or urgency to communicate and coordinate, or if it is necessary to have attached files or information,

choose to use other appropriate official company communication channels instead, such as giving verbal instructions by telephone, using internal memos, and using the company's email system .etc. or in accordance with the guidelines and policies set out in writing by the company.

4 ) Directors, executives, company employees and/or any other persons are prohibited from accessing the Company's information or information technology systems. Use social media as a company representative. Open social media representing the company to unauthorized persons, including communicating, expressing opinions or taking any action on social media representing the company. Unless it is in accordance with the guidelines and policies set by the company in writing or approved by the managing director or a person assigned by the managing director.

5 ) If you find any inappropriate actions on social media, whether by directors, executives, company employees or outsiders, please report it to the Managing Director or a person assigned by the Managing Director for further action.

### **19.2 Guidelines for monitoring the use of social media by individuals outside the company**

Monitoring the social media usage of third parties who share inaccurate information or make comments on social media that may affect the company. The Company's executives and/or assigned employees shall monitor such sharing and commenting and report via the Company's email to the relevant executives and employees of the Company for consideration and correction. If correction is necessary, correction shall be made via the Company's official communication channels. Such as telephone communication via the company's call center or email communication .etc.

### **19.3 Guidelines for using social media as a representative of the company**

1) The opening of social media on behalf of the company must have a clear purpose of using social media for the benefit and business of the company only. The company has clearly designated the main person responsible (Administrator) of the social media account. The opening of social media on behalf of the company must be approved by the Managing Director or a person assigned by the Managing Director.

Social media accounts representing the Company are the property of the Company. Unaffiliated employees or employees who have served as account managers, who have left the Company or changed their job responsibilities, are prohibited from making any changes to the accounts and related codes.

2) The person in charge of the social media account must be careful when displaying any information or images on the company account. If the information or images belong to an external person, the person in charge must check whether the information is correct and can be disclosed or whether the source of the information has been correctly and appropriately referenced.

3) If social media has already been used on behalf of the company, specifically for a particular department before the company has this policy, the person responsible for that social media must review whether such social media is necessary to remain or must be changed to be consistent with this policy. If it is necessary to remain on behalf of the company, the person concerned must present it to the highest commander of each department for consideration before presenting it to the managing director. Or a person assigned by the Managing Director shall consider the appropriateness further. Or in the event that changes must be made to be consistent with this policy, the person concerned shall present it to the Managing Director. Or a person assigned by the Managing Director to consider further changes.

4) The person in charge of the main social media account, as a representative of the Company, shall periodically report the summary of the operations to the Managing Director or a person assigned by the Managing Director as appropriate for each account.

5) In the event that any director, executive, employee of the Company and/or any other person has access to the Company's information or information technology system, opens social media as a representative of the Company without permission from the Managing Director or a person assigned by the Managing Director, the Company will notify the highest commander in each department for the relevant persons to reconsider. If no action is taken within a reasonable period of time, the Company will notify the closure of such social media and will take further action in accordance with the relevant laws and regulations.

#### **19.4 Guidelines for the use of social media by directors, executives, company employees and/or any other person who has access to the company's information or information technology system .**

1) Directors, executives, employees of the Company and/or any other person who has access to the Company's information or information technology system may use social media as appropriate, but it must not affect the performance of duties, have no impact on the Company, and must not conflict with or contradict relevant laws and regulations.

2) Directors, executives and employees of the Company are allowed to communicate their status as directors, executives or employees of the Company, and may use the Company's logo on their profiles. They must state their real names and surnames on social media. Directors, executives and employees of the Company are prohibited from communicating their status and using the Company's logo for personal commercial, advertising and public relations purposes. Any other person who has access to the Company's information or technology systems may not communicate their status and use the Company's logo on their profiles without permission from the Company.

3) In sharing information and expressing opinions on social media, personal and work-related matters must be separated. In addition, directors, executives, employees of the Company and/or any other persons who have access to the Company's information or information technology systems should refrain from expressing opinions that may be related to the Company or expressing opinions that are personal opinions unrelated to the Company.

4) Directors, executives, employees of the Company and/or any other person who has access to the Company's information or information technology systems may create social media pages or groups for such groups of people in the same line of work to communicate with each other. The page must be set to private or a closed group where outsiders cannot see the information.

5) Directors, executives, employees of the Company and/or any other person who has access to the Company's information or information technology system are prohibited from publishing information, documents or images related to the performance of the Company's duties on social media without permission from the Managing Director or a person assigned by the Managing Director.

6) When expressing opinions and sharing information, you must respect the rights of others. You must not express opinions that may damage the reputation of others. You should not use foul language and slander others or violate the laws and regulations of the Company.

7) You should not share, comment on any information, images or opinions whose source is unknown or whose accuracy has not been clearly confirmed, or information that links to external websites whose source is unknown or that have been warned by your computer program that it is unsafe because it contains Virus Malware or Adware, especially in cases where the information is related to the company. If any director, executive, employee of the Company and/or any other person who has access to the Company's information or information technology system is found to be using social media



inappropriately according to this policy, please notify the Managing Director or a person assigned by the Managing Director to investigate and take further action.

## **20. Sustainability Management Policy**

Operating a business on the basis of sustainability is an important foundation that will help strengthen the organization's stable growth. S11 Group Public Company Limited is committed to operating a business on the basis of good corporate governance and social responsibility. This intention will help promote operations towards sustainability, which will create total value in the business value chain, including economics, society, and the environment. In order for operations to proceed in the right direction and create benefits for all stakeholders, the company has established a sustainability management policy as a guideline for the company's business operations, with important practices covering all 3 dimensions as follows:

### **Economic Management**

1. Provide fair, transparent, comprehensive and equal services to customers. Committed to creating, inventing and continuously developing service quality to meet the diverse needs of customers.
2. Create satisfaction, respect customer rights and personal information, maintain customer safety and privacy with efficient information technology systems.
3. Effectively manage risks in line with international guidelines and practices.
4. Conduct business in accordance with the principles of good governance and corporate governance, and comply with the laws, regulations, rules, methods and standards set by the regulatory agencies.

### **Social management**

1. Respect human rights, give honor and accepting diversity in the organization, caring for and treating employees with equality, fairness and equality so that all employees have a good quality of life. In addition, assign tasks that are sufficient to their abilities and provide appropriate compensation.
2. Develop employees' potential by supporting training, knowledge and necessary resources in both the short and long term, as well as continuous training. To develop the skills and knowledge of personnel

3. Take care of employee health and safety while creating a safe working environment that encourages creativity and enables people to work to their full potential.
4. Develop the potential of youth, society and various public benefits by cooperating with communities and relevant agencies to promote the well-being and environment of the community.
5. Strengthen and promote community and stakeholder engagement through openness to feedback, transparent and constructive consultation, treating each other equally and respecting differences, and supporting the development of quality of life and community strength.

### **Environmental Management**

1. Use energy efficiently and wisely, be environmentally friendly, and use resources to their maximum efficiency as well as reducing the emission of waste and greenhouse gases to prevent, control and minimize the impact on the environment.
2. Manage waste systematically to ensure that every business process is based on care, maintenance, and care to reduce environmental impacts in both the short and long term.
3. Using technology to develop environmental management including inventing and seeking new approaches, measures and methods to improve the efficiency of environmental quality management and control.
4. Manage environmental quality and biodiversity in accordance with the criteria of relevant laws and regulations, and invest, develop and improve such management systems to be consistent with the changes that occur.

### **Policy Compliance**

The above policies and practices are part of the company's intention to achieve sustainability goals covering economic, social and environmental dimensions. All directors, executives and employees are responsible for supporting, pushing, promoting and acting in accordance with this sustainability management policy until it becomes the organization's culture to jointly create a sustainable society that grows steadily.

## **21. Employee compensation and welfare policy**

S 11 Group Public Company Limited realizes the importance of employees as the main mechanism in running the business. Therefore, we have established a policy for paying appropriate and

fair compensation and benefits. To motivate employees with potential to continue working for the company and to promote the company's sustainable growth in the long term.

The criteria for paying compensation will take into account suitability for the job position, knowledge, abilities, experience and qualifications of the employee, as well as the performance of each employee in order to create motivation for work, whether in the form of salary, performance-based compensation and bonuses.

In terms of welfare, the company has established a welfare committee in accordance with the regulations of the Ministry of Labor and Social Welfare, which consists of employers and employees to provide recommendations on employee welfare specifically. The company provides various welfare as required by law to meet the needs of employees, including provident funds, employee uniforms, health checks, vacation days, and various financial assistance to enhance the quality of life and reduce the burden on employees.

The payment of compensation and employee benefits depends on the business expansion, growth and performance of the company, as well as being in line with the average of the same industry.

## **22. Workplace Safety and Health Policy**

S 11 Group Public Company Limited realizes that all employees are valuable resources. The company is committed to providing and maintaining a safe and healthy working environment. Therefore, the company has established policies and practices on safety and hygiene in the workplace to create safety of life and property and maintain good health of all employees as follows:

1. All employees must be mindful of their own safety, that of their coworkers, and the company's property at all times while working.
2. All employees must maintain the cleanliness and orderliness of the workplace.
3. All employees have the right to provide suggestions for improving the working environment and safe working methods.
4. Supervisors at all levels must act as good role models, lead, train, coach, support, encourage and motivate employees to be aware of and work safely.
5. The Company supports and promotes the development and improvement of working conditions and environment to be safe and orderly at all times.

6. The Company supports and encourages employees to have a good awareness and attitude towards safety and hygiene in the workplace by providing knowledge, training and organizing various safety activities.

## **23. Environmental policy**

### **Origin and principles**

S11 Group Public Company Limited is committed to operating the business to achieve sustainable growth along with efficient and effective environmental management. The company has therefore established an environmental policy to serve as a guideline for personnel in the organization to comply with.

### **Mission**

- Protect the environment, including controlling and preventing pollution and pollution resulting from the organization's activities in order to have the least impact on the environment, including conserving biodiversity and ecosystems, reducing the impact on climate change from the company's direct and indirect business activities, and providing environmentally friendly products and services.
- Allocate sufficient resources for environmental management and encourage all employees at all levels, as well as stakeholders, to understand and realize the importance of environmental management, comply with the company's environmental policies, objectives and goals, and disclose environmental policies and performance results for employees and relevant persons to be aware of.
- Promote environmentally friendly operations within the organization. Including environmental communication with the community, both inside and outside the organization, to create awareness of joint environmental management and reduce environmental problems of the organization. Collaborate to prevent, resolve and control environmental problems resulting from operations.
- Adhere to and take social responsibility in conserving the environment. Recognizing the importance of communicating with local communities. By providing good cooperation to all parties in environmental conservation activities. Promote participation and communicate the implementation of this policy to stakeholders both inside and outside the organization appropriately. To demonstrate our commitment to control, protect, develop and improve environmental management for our stakeholders and the public.

- Support and promote various environmental activities both inside and outside the company, such as environmental management in the work area, training, public relations, etc., to help stimulate environmental awareness among stakeholders of the organization, including conservation, prevention, and reduction of direct and indirect environmental impacts.

### **Guidelines**

- Know and demonstrate the environmental impact of the organization's operations, as well as using energy efficiently and effectively, and supporting the efficient use of resources and achieving maximum benefits.
- Communicate and make employees understand, as well as focus on and encourage all employees to participate in helping reduce pollution and create awareness of natural resources and environment conservation for employees.
- Committed to preventing and controlling the company's various pollutions in accordance with environmental management standards. Including strict compliance with obligations, requirements, regulations and laws related to environmental management systems.
- Regularly evaluate the performance and continuously review the environmental improvements to meet the objectives and goals set by the organization.
- Promote and develop innovations for continuous environmental sustainability by studying renewable energy to apply in the organization's business operations, and seek new knowledge, approaches or methods to reduce and eliminate those environmental impacts.

### **Policy Compliance**

Executives at all levels are responsible for allocating sufficient and appropriate resources, playing an important role in communicating, supervising and encouraging all employees to cooperate in providing opinions and suggestions, and supporting, pushing and being a role model for employees to act in accordance with the Company's policies, objectives, environmental goals and management systems. To be part of the corporate culture and create sustainable environmental development.

## **24. Providing knowledge and training to employees on environmental issues Policy**

S11 Group Public Company Limited realizes that environmental care is very important. Therefore, it promotes the cultivation of awareness in this matter within the workplace through

communication, knowledge provision, and employee training. In addition, it requires executives at all levels to be responsible and role models in environmental conservation, such as campaigning for waste separation, using organic liquid fertilizer, and installing grease traps for dishwashing, etc., so that all employees participate in implementing the policy and communicating it to relevant parties to use as a guideline in daily life.

## **25. Green Procurement Policy**

S 11 Group Public Company Limited committed to run business for sustainable growth amidst the social responsibility trend that encourages the organizations to be more responsible to the environment. The Company, therefore, has set the green procurement policy to be a guideline for the internal units to conform correctly, appropriately and unidirectionally as well as recognized that the procurement process and the trade partner management are important parts in sustainable supply chain management to create the concrete execution and build confidence to the stakeholders through fair, transparent and auditable procurement process, demonstrating a commitment to sustainably reduce the environmental problems which response to the customers' need who want to consume environmentally friendly products and services as follows;

1. Executing the procurement that considers the sustainable environment by recognize the good corporate governance and the business ethics.
2. Purchasing products and services which was certified the environmental management standards, promote and support the environmentally friendly products as well as choose products with green labels to use in the organization.
3. Purchasing the energy-saving products and services efficiently and flexibly that can be used for a longer time.
4. Purchasing products and services which caused the decreasing of water consumption.
5. Purchasing products and services that do not emit or emit less of the irritants or toxins during installation or working time.
6. Purchasing products and services which caused no toxins or less toxic emissions during the disposal.
7. Purchasing products and services that prevent the pollution and sustainably waste management.

8. Purchasing products that reduce the environmental impact caused during the working time, such as non-toxic materials, renewable materials, recycle materials, consumables and unnecessary parts reduction.

9. Purchasing products that are worth using, durable, repair and maintain easily, renovatable. Avoid the purchasing of single-use products by consider the using of reusable materials in parts, products or packaging.

10. Purchasing products that use clean technology and clean fuels in order to reduce the greenhouse gas emissions.

Moreover, in order to make the environmental conservation activities run with effectively, not only the Company but also receive the cooperation from its trade partners. The company's basic concepts regarding green procurement are as follows;

The company's basic concepts regarding green procurement

**(1) Rules and regulations maintainance / controlling of chemicals**

Not only the use of products and services of the trade partners but also the absence of prohibited substances specified by law in raw materials, parts and products (e.g. considering the use of Low VOC materials etc.) throughout the working process to ensure that the working environment is safe, hygienic and has the least impact on society and environment.

**(2) Supporting environmental conservation activities**

The Company provides resources from the trade partners who are seriously care about the environmental conservation. Consider the trade partners who are certified by GMP, ISO 14001 and ISO 45001, Green Industry, Green Label, Energy Label and No. 5 Energy Saving Label. Having a reducing / reusing process, environmentally friendly, consider the impact throughout the product's life cycle as well as preparing an environmental management system according to the standards, developing and improving the efficiency of environmental operations together with continuously conform to the laws and regulations relating to the nature of environmental problems.

**(3) Reducing / Reusing Resources**

The Company aims to consume natural resources and energy efficiently by considers the use of raw materials in product parts or shipping packages that can be easily reused. In addition, the Company has been aware of the structure that will be reused and make product parts lighter and smaller.

**(4) Controlling / reducing waste**

The Company cooperates in managing waste released from the working process appropriately by reducing the amount and trying to reuse it and also being aware of the ratio of good stuff to waste. Moreover, the company has a campaign to use recycled materials as a raw materials as much as possible.

**(5) Providing environmental information**

The Company provides resources from the trade partners who are seriously care about the environmental conservation by prepare the environmental assessments, execute the environmental operations in accordance with the laws and regulations of government sector along with prepare the preventive, corrective measures and reduce the environmental impacts effectively.

**(6) Labor, Safety and Hygiene**

The Company maintains a good occupational health and safety standards throughout the working processes of employees, trade partners and contractors to ensure that the working environment is safe, hygienic and has the least impact on society and environment as well as regularly checking the hygiene and safety in the workplace without neglecting or ignoring of any actions or deficiencies in the workplace that may cause danger to the employees.

**26. Efficient resource utilization Policy**

S 11 Group Public Company Limited realizes the importance of natural resources as they are beneficial to human life, either directly or indirectly. Therefore, the policy on efficient resource utilization has been established to focus on instilling awareness in employees at all levels to use resources for maximum efficiency. Both at work, at home and in society, including promoting such practices as values in life and as examples for the next generation.

The Company has communicated the creation of awareness of efficient resource use through various methods to all directors, executives and employees, such as: Turning off lights during lunch breaks or when not in use, using energy-saving devices and light bulbs, turning off computer monitors when not in use or setting a screen saver program, setting the air conditioner temperature to no less than 25 degrees Celsius, using both sides of paper, and using carpooling for travel, etc., are all ways to maximize the use of these resources and lead to quality resource management planning.



## **27. Financial control of subsidiaries and associates policy**

27.1 Subsidiaries and associated companies have a duty to submit monthly operating results and quarterly financial statements reviewed by a certified public accountant, as well as information supporting the preparation of such financial statements of the subsidiaries and associated companies to the Company, and agree that the Company may use such information to support the preparation of consolidated financial statements or the Company's quarterly or annual performance report, as the case may be.

27.2 Subsidiaries and associated companies have the duty to prepare operating performance estimates and summarize and compare operating performance with actual operating plans on a quarterly basis, including monitoring operating performance to ensure that it is in line with the plan in order to report to the Company.

27.3 Subsidiaries and associated companies are required to report any material financial issues to the Company when they are discovered or when the Company requests an investigation and report.

## **28. Corporate Social Responsibility Policy (CSR)**

S11 Group Public Company Limited is committed to conducting business under good corporate governance, adhering to ethical principles along with caring for society and the environment, taking into account all stakeholders both inside and outside the organization, including shareholders, employees, customers, communities, and society at large, and has a true sense of social responsibility. To lead to sustainable business development

### **Principle**

The Company has implemented its social responsibility activities based on ISO 26000 , which consists of voluntary guidelines for organizations to follow, but is not a requirement.

By definition of Corporate Social Responsibility (CSR) here means conducting activities inside and outside the organization that take into account the impact on society both inside the organization and at a near and distant level by using resources within the organization or resources from outside the organization to live together happily in society.

Activities include thinking, speaking and acting, covering planning, decision-making, public relations communication, management and organizational operations.

Nearby society refers to those who are directly involved with the organization, such as customers, business partners, employees' families, the community where the organization is located, and the surrounding environment.

Social distance refers to those indirectly related to the organization, such as business competitors, the general public, the ecosystem, etc.

### **Policy**

1. At the shareholder or investor level, the Company will respect the rights of shareholders, treat shareholders equally, provide sufficient information for investment decisions or related to important changes in the business, and not disclose inside information to persons related to executives or directors, which would cause damage to shareholders as a whole.

2. At the executive or board level, the company will promote good corporate governance, transparent and auditable management and compensation systems, and prepare and disclose financial and non-financial information correctly, completely, and timely.

3. At the employee level, the company has a policy of paying wages and compensation that are fair and on time, and will provide welfare to employees as required by law, take care of health and safety at work, and support continuous personnel training and development.

4. At the customer level, the Company will provide services honestly and honestly, and provide accurate, sufficient, and precise information about the organization and the products, and strictly comply with the laws regarding consumer rights.

5. At the partner level, the Company will adhere to fair contractual practices, support anti-corruption processes, including accepting or giving bribes in all forms, respect the property rights or ownership of partners, not take advantage of partners, and encourage partners to carry out social responsibility together with the organization. Select business partners with fairness. In addition, the company has prepared appropriate and fair contract formats for all contracting parties, and strictly complies with contracts with business partners, and keeps business partner information and does not use it for improper purposes.

6. At the creditor level, the Company will treat creditors equally and fairly by repaying debts on time to maintain the Company's credibility and strictly comply with contracts or conditions agreed upon, including the purpose of using the money, repayment of principal and interest, and guarantee conditions.

7. At the business competitor level, the Company will conduct business competition fairly, without using bullying methods or using influence to prevent competition. The Company shall conduct business and treat its competitors within the framework of free and fair competition rules, shall not seek confidential information of competitors through dishonest or inappropriate means, and shall not damage the reputation of competitors through malicious accusations.

8. At the community and environmental level, the Company will be responsible for the society of its business, such as promoting scholarships for the children of personnel within the organization, promoting opportunities for local workers to work in the organization, supporting guidelines for vigilance in operations that may affect the environment, disclosing information on operations that may affect the community in which the organization is located, and learning about local cultures for peaceful coexistence.

9. At the civil society level, the Company will cooperate with other groups or networks to develop society, monitor that the Company does not participate in human rights violations, listen to information or hold public hearings on business operations that affect society as a whole, and the Company will pay taxes to the government honestly and on time.

### **Social responsibility that has been implemented and continues to be implemented**

#### **In terms of social enterprise (CSR-in process)**

The Company has managed its tax affairs correctly and on time, in accordance with the requirements and regulations of the Revenue Department, and has treated customers in strict accordance with the laws and other regulations as determined by the government. In addition, the Company takes into account stakeholders related to the Company by disclosing information and allowing for transparent inspections. It has also regularly inspected corruption in the organization, and continuously supported the development of the Company's personnel in terms of operational efficiency and morality, which is part of the organization's culture. Such operations are in line with the guidelines set forth in the Good Corporate Governance Manual.

#### **In terms of social enterprise operations (CSR-after process)**

The company has been operating social enterprises by participating in the following projects:

1. Support the scholarship project for employees' children.

The company recognizes the importance of developing the country's human resources in order to make our country progress through education. It also provides a reward, creates morale, and eases the burden of educational expenses for employees.

soThe company has therefore set up a committee to consider granting scholarships to employees' children, with the main criteria being academic results. This has resulted in the company's employees having the morale to work and other employees seeing the importance of education more, which is an important guideline for developing human resources for the company and the country as a whole .

2. Support funds to help funds used for crime prevention and suppression and drug suppression.

The company is aware of the dangers of drugs and the spread of drugs, which leads to crimes, which will bring danger to society as a whole. The company has donated money to support the Royal Thai Police's crime prevention and suppression and drug suppression fund through local Metropolitan Police stations. The company also disseminates and publicizes to employees to be aware of the dangers of drugs, including having employees work together to be careful, monitor, and prevent drugs from spreading into the organization, which will have a positive effect on employees' health, the overall living conditions of employees' families, and the community, and ultimately, will be of significant benefit to the country.

3. Support funding to support educational projects to combat drug abuse and violence among school children.

The company recognizes the importance of developing the nation's human resources, which must be equipped with both mental development and staying away from drugs. Therefore, it has supported an educational project to combat drug use and violence among students.

This project will train school-aged children and encourage them to participate in various activities, including introducing them to the dangers which is caused by drug use, and also instills in students not to use violence to solve problems among themselves in order to prevent it from becoming a social problem in the future.

4. Support funds to organize National Children's Day for communities surrounding the company's location.

The company's main location is in a residential area, which requires interaction with the people of the surrounding community. Therefore, The Company is very aware of the importance of relationships

between the Company and people in the community. The Company therefore sees fit to build relationships with various communities by supporting and participating in activities to organize National Children's Day organized by the community to create unity and mutual trust, which will lead to the prevention of conflicts between the Company and the community. The Children's Day activities organized were very well received and created good relationships with people in the community.

5. Support and encourage nearby landowners to jointly allocate some of the area for public use.

The company initiated an initiative to persuade the owners of 3 other nearby plots of land to jointly move back the boundary of their land to expand the width of the road in front of their land by another 3 meters so that people in the community and those who use the road can use it for public purposes, such as a place to avoid cars when passing each other, a temporary parking lot, or a place for traveling vendors, etc., without charging a rental fee. This created satisfaction and created a good relationship between people in the community and the company in another way.

6. Support environmental conservation projects

The company is aware of the environmental changes in the country and around the world. Therefore, the company has an environmental conservation project, starting with a good waste management system for the building, such as a wastewater treatment system, planting trees and improving the scenery of various areas of the company to create shade and a good working atmosphere, and to be in line with the overall scenery of the community. It is another way to be a part of creating a better overall environment.

7. Join in supporting the ASK Foundation (ASK)

ASK Foundation (ASK), formerly known as The Operation Hope Foundation (OHF), has registered and changed its name to ASK Foundation (ASK) on 7 November 2016. It is a charitable organization from Singapore and is a non-profit organization that has operated in Cambodia and Nepal. It has set up orphanages for underprivileged children in Thailand to care for children aged approximately 6-12 years, numbering 100-120 people in the area. 180-180/1 Village No. 10, Pong Pa Village, Kaeng Sopha Subdistrict, Wang Thong District, Phitsanulok Province

At present, the ASK Foundation (ASK) has adopted more than 100 underprivileged children, aged between 6 and 12 years, approximately half boys and half girls. In terms of quality of life

development, these children will have a schedule to keep them engaged in activities all the time (in addition to regular school hours), such as learning English, learning basic computer skills, raising chickens, and growing vegetables for cooking, etc.

The company has supported the ASK Foundation (ASK) in applying for a license to establish a children's shelter until it was granted. And from the 3/2/2014 meeting of the Board of Directors on 2 April 2014, there was consideration of approval of the project according to the Corporate Social Responsibility (CSR) policy. The Company has presented the matter of providing support to the ASK Foundation (ASK) to the Board of Directors for consideration and ratification as well.

In the past operations up until now, the ASK Foundation (ASK) will be responsible for all expenses. The company will provide support in various aspects, such as starting construction to improve the environment, constructing facilities, and running the foundation at present. The company has provided support in terms of design, construction supervision, and lending of the company's assets, such as construction equipment, vehicles, and manpower, to oversee the construction of buildings and facilities, such as cafeterias, drinking water storage tanks, lighting systems around the building, water pump systems, and fence systems, etc., as well as sending teams to assist in various tasks continuously.

#### 8. Support swimming teaching projects

The company realizes the importance of the good health of children and young people and safety in their daily water activities. Therefore, The company therefore organizes a swimming teaching project for children and youths to promote good health and to enable them to help themselves in daily life when doing water activities.

#### 9. Support the motorcycle donation project .

The company recognizes the importance of education as a tool for developing the nation's youth. Therefore, the Company has arranged for the donation of seized motorcycles that are the property of the Company to educational institutions in various provinces in order to maximize the Company's assets by using them as materials and learning media for teaching and training, as well as using them as vehicles to transport students, transport materials and equipment, and as lawn mowers. In addition, motorcycles were donated to government agencies in the provinces to be used as vehicles to support the missions of the agencies.

#### 10. Support blood donation projects

The company realizes the importance of people's quality of life free from disease. Therefore, the company's employees are invited to donate blood to help patients or accident victims, reduce the number of deaths, and maintain the well-being of patients. It also creates a sense of public awareness among donors, making them healthy and reducing the risk of cancer.

#### 11. Support projects to develop people's quality of life.

The company recognizes the importance of human resources, including the good quality of life of the people, taking into account the adequacy of living facilities and the impacts from various disasters. Therefore, it has donated essential items to people in remote areas to help and promote such groups of people to have a better life.

#### 12. Support projects to develop educational institutions in rural areas.

The company realizes the importance of education for children and youth as a foundation for life and career, especially in remote areas. Therefore, The company has therefore initiated a project to develop educational institutions in rural areas by renovating and repairing buildings to make them durable, strong, and safe, including cafeterias, classrooms, and teacher residences, in order to improve the quality of educational life for children and youth, as well as related personnel, so that they can apply their knowledge to further develop their communities.

### **Social responsibility to be implemented in the future**

The company will continue to operate under social responsibility. In the future, the company will support additional projects such as:

#### 1. Anti-Corruption Project

The company will take serious and intensive action against corruption by improving work processes and inspection processes to keep up with changes in technology, including supporting training and instilling morality and ethics in executives and employees at all levels to be aware of the importance and harm of corruption, which is a beautiful corporate culture, in line with the anti-corruption campaign of the government sector and independent organizations.

## 2. Support framework for community and social development responsibility

The Company will support projects that help develop the community and society as a whole as opportunities arise and are subject to specified laws, such as supporting the selection and providing opportunities for local workers to have the opportunity to work with the Company or supporting local businesses in order to distribute income to the community, which will lead to good relationships and the development of the community to achieve further growth.

## 3. Other projects

The company will support other projects in collaboration with organizations or institutions in the future to increase participation and benefit society as a whole. In compliance with the law and the Company's good corporate governance principles.

## **Monitoring and reviewing social responsibility**

In addition to the aforementioned actions, the Company realizes the importance of continuous implementation of social responsibility. The Company will carefully, continuously and consistently monitor, evaluate and review the various projects it supports, both currently and in the future, and will consider social responsibility projects in the future. To achieve results that will be of maximum benefit to society as a whole.

## **29. Personal Data Protection Policy**

S 11 Group Public Company Limited realizes the importance and duties under the Personal Data Protection Act B.E. 2562 and emphasizes respect for the privacy rights of data owners and stakeholders. The Company is committed to protecting, defending and using personal data for the purposes that the data owners have consented to. Therefore, this Personal Data Protection Policy has been developed to protect data with principles and consistent practices, and to assure data owners that their personal data will be adequately and appropriately protected, in line with the risks and business methods of the Company. The said policy is displayed on the Company's website.

## **30. Personal Data Protection Policy for Job applicants, employees and executives**

S 11 Group Public Company Limited realizes the importance and duties under the Personal Data Protection Act B.E. 2562 and emphasizes the respect to privacy rights of personal data owners and stakeholders. Therefore, this policy has been developed to protect personal data for job applicants,



employees and executives with principles and practices that are consistent with the same approach in order to make data owners assure that their personal data will be protected appropriately and adequately.

### 30.1 Objective

- 1.To ensure that the job applicants, employees and executives including those who involved in this policy are aware of the purpose of collecting, using or disclosing personal data as well as other rights stipulated by laws.
2. To ensure the transparency and fairness in collecting, using or disclosing personal data.
3. To ensure that such execution is in accordance with the requirements and regulations of relevant laws.

### 30.2 Policy scope

This policy shall apply to all the Company's operation related to personal data under the Personal Data Protection Act B.E.2562.

### 30.3 Principle

S 11 Group Public Company Limited give the importance to personal data protection of those who apply for jobs with the company and those who are employed by the company. The company has provided personal data protection measures and processes in accordance with and conform to the Personal Data Protection Act B.E.2562. Therefore, this policy has been announced to inform the job applicants and employees of the company.

### 30.4 Definition

Message	Description
Personal Data	Data relating to an individual which enables to identify that individual both directly and indirectly, but does not include data of a deceased person.
Personal Data Controller	A person or juristic person who has the authority to make a decisions regarding the collecting, using or disclosing personal data.
Personal Data Processor	A person or juristic person who authorized or instructed by a data controller to execute regarding the collecting, using or disclosing personal data (a personal data processor must not be a personal data controller).
company	S 11 Group Public Company Limited and its subsidiaries

Employees and executives	Persons who are selected to enter into a contract to work for the Company as a permanent employees, directors, executives, contract employees, interns who come to work for the Company and includes former employees.
Job applicants	Persons who applying to become a permanent employees, contract employees, interns who work for the Company, as the case may be, regardless of whether the application is made by the applicants themselves or is an internal recruitment within the Company or through the suggestion of another person and includes former applicants.
Third party / reference person	Persons who related to the employee or job applicant such as family members, emergency contact persons, guarantors etc.

### 30.5 Personal data types collected by the Company

Personal data types	Details
General personal data	Title, name-surname, nickname, photo, ID card number, current address, email, phone number, date of birth, age, marital status, military status, education history, working history, Resume or Curriculum Vitae (CV) etc.
Sensitive personal data	Data relating to criminal background (the Company will check the criminal background on those who have been selected to work for the company only. The Company will send back the checking results immediately after the checking is done.)
Third party / reference person data	Spouse, family member, emergency contact person, reference person, beneficiary, detail or document about spouse, children, relatives list by collecting personal data such as name-surname, relationship, telephone number and other information as necessary etc.

Note: In case that the applicant fills a third party / reference person information in the document such as an emergency contact person, family member's name, the applicant must inform the data owner within 30 days regarding such information providing.

### **30.6 Purpose of collecting, using or disclosing personal data**

1. To be used in performing the contract.
2. To be used in performing the employment contract.
3. To comply with the laws which the personal data controller is required to perform.
4. To consider the job positions that are appropriate with the personality, knowledge and ability of the data owner.
5. To ensure the health/accident insurance and the safety of life and body of employees.
6. To check the entry/exit time during the operation.
7. To verify with personal data evidence such as the criminal record database.
8. To facilitate the employees to receive welfare both in accordance with the labor laws and welfare provided by the Company.
9. To be used in the emergency contact in case of employment problems or to receive the benefits from the Company.
10. To participate in recreational activities and develop the employees' potential.
11. To receive training and develop working knowledge from external agencies/organizations.

### **30.7 Personal data collecting period**

1. In case that an applicant is not selected as an employee or is not receive the interview, the Company has a period to collect the applicant's personal data for 3 months since the day that notify the result to the applicant. If the applicant requests to send back the documents, the Company will return it immediately.
2. In case that an applicant is receive the interview but not selected as an employee, the Company has a period to collect the applicant's personal data for 6 months since the day that notify the result to the applicant. If the applicant requests to send back the documents, the Company will return it immediately.
3. In case that the employees and executives, the Company has a period to collect the personal data throughout the employment period and collected continuously for another 5 years since

the employment termination date, employment contract expiration, employment resignation or according to the legal statute limitations which specified the period of 10 years.

After the said period has passed, the Company will delete and destroy personal data in 7.1, 7.2 and 7.3 from the Company's database.

### **30.8 Collecting, using or disclosing personal data**

1. The Company will collect, use or disclose and display data of job applicants, employees and executives as necessary in accordance with the purpose of personal information collecting only. The Company will strictly supervise employees or related persons of the Company not to use or disclose data of job applicants, employees and executives to external persons or third parties, except conforming to the law or regulatory agency.
2. The Company has no policy to sell, exchange, transfer or copy the data of job applicants, employees and executives to external persons and third parties who are not involved in accordance with the guidelines for personal data protection for any reason.
3. The Company has limited the right to access, use or disclose personal data of job applicants, employees and executives to relevant departments and individuals within the Company only.

### **30.9 Rights of personal data owners (job applicants, employees and executives )**

When the personal data owner has given consent to collect, use, process or disclose the personal data to the Company, the data owner has the right to request the Company and its subsidiaries to execute the following:

**9.1 Right to withdraw of consent:** once consent has been given, the data owner has the right to withdraw the previously given consent at any time, unless there is a restriction on the right to withdraw according to law or contract that give benefits to the data owner. However, the withdrawal of consent does not affect the collecting, using or disclosing of personal data that was carried out while consent was duly given and the Company must inform the data owner regarding the possible impacts when consent is withdrawn.

**9.2 Right to access and request a copy of information:** data owner has the right to access and request a copy of his/her personal data that the Company is responsible for or request the disclosure of personal data source which he/she has not given the consent.

**9.3 Right to request information and request for information forwarding/transference:** data owner has the right to request his/her personal data from the Company. In case the Company provides

such personal data in a readable or generally used and disclosed automatically and has the right to request that personal data to be forwarded or transferred to another personal data controller by automated method.

**9.4 Right to object the collecting, using or disclosing of personal data:** data owner has the right to object the Company in collecting, using or disclosing the personal data except in the case that the Company is required to comply with the law and where the collecting or using of personal data is for use as an evidence for legal proceedings which may occur between the Company and the customer within the statute of limitations.

**9.5 The right to delete, destroy or anonymize of personal data:** data owner has the right to request the Company to delete, destroy, or anonymize the personal data in the following cases:

- (a) When the personal data is no longer necessary to be kept for the collecting, using or disclosing purposes.
- (b) When the data owner withdraws consent to collect, use or disclose the personal data. The Company has no legal authority to collect, use or disclose such personal data.
- (c) When the data owner objects to collect, use or disclose the personal data. The Company could not refuse such request. or such objection perform in accordance with the Personal Data Protection Act B.E.2562.
- (d) When personal data has been collected, used or disclosed unlawfully as specified in Section 3 of the Personal Data Protection Act B.E.2562.

**9.6 Right to suspend the use of personal data:** data owner has the right to request the Company to suspend the use of personal data. In such case, the Company would not use the data owner's data other than collecting it.

**9.7 Right to correct and up-to-date data:** data owner has the right to request the company to take action to ensure that the personal data is accurate, up-to-date, complete and not misleading.

**9.8 Right to lodge the complaint:** data owner has the right to file a complaint to the Personal Data Protection Committee in case he/she believe that the Company has collected, used or disclosed personal data unlawfully or not comply with an applicable data protection laws.

Moreover, the Company will exercise the rights of data owner when requested through the specified channels. However, the Company reserves the right not to comply with the data owner's request to exercise the rights as appropriate and as required by law and regulations.

### **30.10 Company's contact channels**

Job applicants, employees and executives could contact the company 's Personnel Department Officer.

- Personnel Department Officer

Call: 02-022-8888 ext. 2402

In case of any doubts, inquiries or would like to exercise your rights regarding the data owner's personal data, could contact at

- Data Protection Officer (DPO)

Email: dpo@sgroup.co.th

### **31. Monitoring and ensuring implementation**

The Company has determined that it is the duty and responsibility of all directors, executives and employees to acknowledge, understand and strictly comply with the policies and practices set out in this manual.

All levels of the Company's executives must be responsible and take it as an important matter to ensure that their employees under their supervision are aware of and strictly comply with the Company's Code of Conduct. If any director, executive, or employee violates the principles of corporate governance as specified, they will be subject to disciplinary punishment. If there is an action that is believed to be a violation of the law, rules, and regulations of the government, the Company will forward the matter to government officials for further action.

If any employee finds any illegal act and/or violation of the corporate governance principles as set out in this manual, he/she shall report the complaint or allegation to the Chairman of the Board of Directors, the Chairman of the Audit Committee or the Company's Executive Committee. The Company shall conduct an investigation without disclosing the name of the whistleblower in order to protect the potential impact on the whistleblower.