

## Translation

### Good Corporate Governance Policy

TEKA Construction Public Company Limited ("the Company") realizes the importance of good corporate governance and believes that good corporate governance implies having an efficient, transparent, and verifiable management system. This helps build confidence and trust among shareholders, investors, stakeholders, and all related parties, which will lead to the added value and sustainable growth of the Company in the long term. Therefore, the Board of Directors has agreed that a better corporate governance policy should be formulated. The Company has adhered to and complied with the Principles of Good Corporate Governance of Listed Companies as per the guidelines set by the Stock Exchange of Thailand ("SET") and the Corporate Governance Code for Listed Companies 2017 as set by the Securities and Exchange Commission ("SEC"), as a guideline for the Company's operations by the Company's good corporate governance policy. It consists of 8 important categories as follows:

#### Category 1 Duties and Responsibilities of the Board of Directors as Organizational Leaders

##### Who Create Long-Term Value for the Business

- The Company has established the duties and responsibilities of the Board of Directors as stated clearly in the charter of the Board of Directors and Sub-committees by the Committee. The Board of Directors has a crucial role in determining objectives and main goals in business operations, formulating strategies and operating policies, whether a risk management policy on entering into related parties transactions, a dividend policy, or anti-corruption policies, etc. This includes allocating essential resources to the Company's personnel ability to perform duties to achieve the objectives set, including monitoring and evaluation, and supervising the Company's performance reports as appropriate.
- The Board of Directors has implemented various policies, including good corporate governance policies and social responsibility policies, to create value for sustainable business. This is to promote ethical business operations, respect for rights and to be responsible for shareholders and stakeholders to achieve success in the Company's business operations, to benefit society, and develop or reduce the impact on the environment, as well as being able to adapt to changing factors.

- The Board of Directors will supervise the Company's directors, sub-committees and executives, perform their duties with care, ethics, and responsibility to shareholders, including stakeholders, and must comply with the law, objectives, regulations, resolutions of the Board of Directors and the shareholders' meeting, including the charter of the Board of Directors, Sub-committee, and the Company's policies or guidelines. There must be sufficient mechanisms to ensure that the Company's operations follow relevant laws, objectives, regulations, and resolutions of the Board of Directors' and shareholders' meeting, various policies of the Company, including the power of the authorization approval, as well as having an approval process for important operations such as investments and transactions that affect the Company significantly, such as making transactions with related persons, acquisition or disposition of assets, dividend payment, etc.
- The Board of Directors understands the roles, scope of duties, and responsibilities of the Board of Directors. This includes clearly defining the scope of duties and responsibilities to subcommittees, the Chief Executive Officer, and management, as well as monitoring and supervising the performance of duties as assigned in writing by the various charters of the Board of Directors and subcommittees. The Charter shall be regularly reviewed at least once a year for consistency with the direction of the Company.

The Board of Directors must consider and supervise the implementation of the following matters:

1. Matters that the Board of Directors should supervise to be carried out refer to matters that the Board of Directors is primarily responsible for taking appropriate actions. In this regard, the Board of Directors may assign the management to propose matters for consideration, including the following matters:
  - (1) Define objectives and goals of the business
  - (2) Create an organizational culture that adheres to ethics and maintain conducts as role models
  - (3) Oversee the business structure and the Board of Directors' performance appropriately to achieve the Company's business objectives and goals with efficiency
  - (4) Recruit, develop, remunerate, and assess the performance of the Chief Executive Officer
  - (5) Determine the remuneration structure as an incentive for personnel to perform their duties as per the main objectives of the organization

2. Matters carried out with Management refers to matters that the Board of Directors, Chief Executive Officer, and Management will consider jointly by the Management to propose to the Board of Directors for approval. The Board of Directors will supervise to ensure that the overall policy is consistent with the objectives and main goals of the business, as well as assign the management to carry out the action, with the Board of Directors to follow up and let the management report to the Board of Directors for acknowledgment periodically as appropriate, including the following matters:
  - (1) Define and review strategies, goals, and annual plans
  - (2) Ensure appropriate risk management and internal control system
  - (3) Determine the appropriate authority for the responsibilities of the Management
  - (4) Determine the framework for resource allocation, development, and budgeting
  - (5) Monitor and evaluate performance
  - (6) Maintain credibility of financial and non-financial data disclosures
3. Matters that the Board of Directors will not take action refer to matters that the Board of Directors will oversee at the policy level and will assign Chief Executive Officer, and Management to be primarily responsible for the operations. These matters consist of:
  - (1) Ensure the the Management is in accordance with strategies, policies, and plans that have been approved by the Board of Directors. Wherein the Board will allow the Management to be responsible for making decisions as per the established policy framework. The Board of Directors will monitor the results without interfering in decision-making unless necessary.
  - (2) Matters prohibited by regulations, such as approval of transactions that directors have conflict of interest, etc.

**Category 2 Determine the objectives and main goals of the business for sustainability**

- Board of Directors attaches great importance to the determination of objectives and main goals in the Company's business operations To be able to grow together with society with sustainability, create value and benefit the company, customers, business partners, employees, shareholders, stakeholders and society as a whole and will promote communication Including strengthening the objectives and main goals of the organization to be reflected in the decisions and operations of personnel at all levels until it becomes an organizational culture under good corporate governance principles.

- The Company's main objectives and goals are to be a leading construction contractor company that emphasizes standards and safety. and providing services with a good operational and management system including effective corporate governance to grow under transparency have good ethics and taking into account stakeholders in the business primarily by the Board of Directors will promote communication and enhancing the organization's main objectives and goals to be reflected in the decisions and operations of personnel at all levels until becoming a corporate culture.
- The Board of Directors will supervise the preparation of annual strategies and plans in accordance with the objectives and goals of the Company. Taking into account the circumstances of the entity at that time, as well as acceptable risks and opportunities, it is encouraged to develop or review the medium-term objectives, goals and strategies for 3-5 years to ensure that the annual strategy and programs have taken into account the long-term effects and can be reasonably predicted.

### **Category 3      Enhance the Effectiveness of the Board of Directors**

- The Board of Directors is responsible for defining and reviewing the Board's structure. Both in terms of the size, composition, and proportion of independent directors that are appropriate and necessary to lead the Company to the objectives and main goals set by the Board of Directors. It must consist of people who have knowledge, abilities, and various qualifications. Both in terms of knowledge, ability, and experience, they can understand the roles, duties, and nature of the business as well as be able to benefit the Company. The Board of Directors consists of independent directors, at least one-third of the total number of directors of the Company and not less than three. The Independent directors must have qualifications as stipulated in the Board of Directors' charter. In addition, the Board of Directors has appointed sub-committees to assist the Board of Directors in managing within the scope specified in the charter of each sub-committee; to promote efficiency and effectiveness in the performance of the Board of Directors.
- The Board of Directors shall appoint an appropriate person to be the Chairman of the Board and ensure that the composition and performance of the Board of Directors facilitate independent decision-making. If the Chairman of the Board is not an independent director, the Board will appoint an independent director to participate in determining the agenda of the Board of

Directors' meeting to promote the balance of power between the Board of Directors and the Management per the Corporate Governance Code for Listed Companies.

- Board of Directors will supervise the nomination and selection of the Company's directors and sub-committees. Each committee has a transparent and clear process to obtain the Board of Directors and sub-committees that are qualified, following the specified elements.
- The shareholders' meeting has the authority to consider and approve the remuneration of the Company's directors. Therefore, in proposing the remuneration of the Company's directors and sub-committees to the shareholders' meeting, the Board of Directors will consider whether the structure and remuneration rates are appropriate for the responsibilities and incentives of the Board of Directors. and sub-committees lead the organization to achieve both short-term and long-term goals.
- The Board of Directors will supervise all directors to be responsible for their duties and allocate sufficient time.
- The Board of Directors shall establish a framework and mechanism for overseeing the policies and operations of the subsidiaries and associates at the appropriate level for each business, including the subsidiaries and associates with the same understanding.
- The Board of Directors has a policy to provide an annual performance assessment of the committees. The Company and its sub-committees, individual committees and individually, will be evaluated for further performance improvement.
- The Board of Directors will ensure that the Company's directors and each committee member have knowledge and understanding of their roles, duties, nature of business, and laws related to the operation. This includes supporting the Company's directors and sub-committees to regularly gain skills and knowledge for performing their duties as directors.
- The Board of Directors will ensure that the Board's operations are carried out in a smooth manner, has access to necessary information, and has a company secretary who possess adequate knowledge and experience necessary and appropriate to support the board of directors' operations.

#### Category 4 Recruit and develop high-rank executives and personnel management

- The Board of Directors will work to ensure the recruitment and development of a knowledgeable and skilled Chief Executive Officer and Senior Executives' experience and attributes are necessary to drive the organization towards its goals. The Company has encouraged the Company's directors and sub-committees, chief executive officers, senior executives, company secretaries, and other related persons to attend various training courses and listen to discussions on matters relevant to the situation and beneficial to the Company's interests organized by the Securities and Exchange Commission and the Thai Institute of Directors (IOD), such as the Directors Accreditation Program (DAP), the Directors Certification Program (DCP), and the Audit Committee Program (ACP), the Association of Thai Listed Companies and other relevant agencies regularly. The Company's secretary will inform all directors of the Company's interesting training courses. In addition, if there is a new director of the Company to take the position of the Company's director, that person will receive a summary of the nature and business guidelines of the Company from the Chairman of the Board for further information and the business. The Board of Directors will supervise the succession plan for the Chief Executive Officer and senior management.
- The Board of Directors will arrange for the rotation of the assigned work according to the personnel's aptitude and will be primarily considering the suitability of work and time. While the Chief Executive Officer determines the time and considers the said performance as a plan for the development and succession of the Company's work, to develop the management and employees' knowledge and competency to work more and to be able to work interchangeably.
- The Board of Directors will oversee the establishment of an appropriate remuneration and evaluation structure.
- The Board of Directors has the policy to understand the structure and relationships of shareholders that may affect the management of the business. The Board also has the authority to control business' management, in order not to impede the performance of the Board of Directors and to ensure that information that may affect the Company's control is properly disclosed.
- The Board of Directors will monitor the management and development of personnel to ensure that they receive appropriate knowledge, skills, experience, and motivation.

**Category 5 Promote Innovation and Responsible Business Operations**

- The Board of Directors attaches great importance to and supports the creation of innovations that create value for the business while creating benefits for all stakeholders and being responsible for society and the environment. It will promote operations to add value to the company following the ever-changing environmental conditions. This may cover the formulation of the business model, the way of thinking, perspectives on the design and development of goods and services, research, improvement of production processes, and work processes, including collaborating with partners.
  
- The Board of Directors has given importance to operating the business under social responsibility, giving priority to the rights of all groups of stakeholders, whether they are internal stakeholders, such as shareholders and employees of the Company or stakeholders having external interests such as partners, and customers, etc. The Company realizes that the support and opinions from all stakeholder groups are beneficial in the operation and development of the Company's business. The Company will comply with the relevant laws and regulations, as well as set a policy to treat each group of stakeholders by taking into account the rights of such stakeholders according to the law or agreements with the Company and not any act that infringes on the rights of those stakeholders.

In doing business, the Company takes into account the rights of all stakeholders as per the following guidelines.

1. Shareholders      The Company will operate its business with transparency and efficiency, striving to create good operating results and stable growth in the best interests of the Company's long-term shareholders, including the disclosure of information with transparency and reliability to shareholders.
  
2. Employees        The Company will treat all employees equally and fairly and provide reasonable compensation. In addition, the Company also attaches importance to the development of skills, knowledge, competence, and potential of employees regularly, such as by organizing training courses, seminars, and training sessions by providing universal opportunities to all employees and trying to motivate employees who have the knowledge and a high ability to remain with the Company to develop it further. It has also set guidelines for anti-corruption, as well as instilled responsibility

in all employees to comply with the laws and regulations, such as strictly prohibiting the use of inside information etc.

3. Trade Partners The Company has a process for selecting business partners by giving them competitors to compete on equal information and selecting partners with fairness under the criteria for evaluating and selecting the Company's business partners while taking into account the best interests of the Company and based on obtaining fair returns for both parties.
  4. Customers The Company is committed to producing quality products and services at a reasonable price level and continuously raising the standard to a higher level as well as maintaining a good and sustainable relationship. In this regard, the Company will strictly maintain the confidentiality of the customers without using it for the benefit of themselves or others wrongly, and strictly and honestly comply with the conditions of the customers.
  5. Payables The Company will comply as contracted with the payables, including the repayment of principal, interest, and custody of any collateral under the relevant contracts.
  6. Competitors The Company will treat its competitors in accordance with international principles, ethically and within the framework of the law, as well as support and promote the policy of free and fair competition.
  7. Community, Society, and Environment The Company attaches great importance to safety in the community, society, environment and quality of life of the people involved in the Company's operations and encourages the Company's employees to have awareness of and responsibility for the environment and society, including strict compliance with the relevant laws and regulations.
- The Board of Directors will monitor and supervise the management to allocate and manage resources efficiently and effectively, while taking into account the impact and development of resources along the value chain in order to achieve the objectives and main goals in a sustainable way.
  - The Board of Directors is aware of the importance of using information technology in business management and to ensure that the Company's information systems have good internal control, are secure, accurate, reliable, and can operate efficiently. Consequently, the Company



has set up a policy to supervise and manage information technology to set a framework for governance and management of information technology at an organizational level that is in line with the Company's goals, including ensuring that information technology is used to increase business opportunities and develop risk management operations to enable the Company to achieve its objectives and main goals.

**Category 6 Ensure Appropriate Risk Management and Internal Control Systems.**

- The Board of Directors will ensure that the Company has the proper risk management system and internal control for achieving the objectives effectively based on the relevant law and standards.
- The Board of Directors has set up an Audit Committee and a Risk Management Committee to supervise the risk management system in various aspects, whether it is a strategic risk, operational risk, or financial risk. An independent internal auditor is responsible for reviewing the efficiency of the risk management system and internal controls to achieve effective objectives and compliance with relevant laws and standards, including various policies. An independent external auditor is also responsible for reporting to the Audit Committee for its opinion on the sufficiency of the management system. Risks and internal controls are included in the annual report.
- The Board of Directors will monitor and manage any conflicts of interest that may arise between the Company and the management, the Board of Directors, or the shareholders, as well as prevent unfair use of assets, information, and opportunities of the Company and transactions with persons who are related to or unreasonably connected with the Company, including the guidelines outlined in the Code of Business Conduct and the Policy on Confidentiality in writing.
- The Board of Directors has a clear anti-fraud and anti-corruption policy that is communicated to all levels of the organization and third parties for practical implementation. The Board of Directors will set up a project or approach to combat corruption that encourages and instills confidence in employees. Everyone complies with applicable laws and regulations.
- The Board of Directors has ensured the existence of a mechanism for receiving complaints and taking actions in the event of clues and has set clear guidelines in the business code of conduct by disclosing channels for receiving complaints on the website or in the Company's annual report.

#### Category 7 Maintain Financial Credibility and Disclosure of Information

- The Board of Directors attaches great importance to the disclosure of important information related to the Company, both financial and non-financial, accurately, completely, timely, and transparently following the regulations of the SEC, the SET, and other information that may affect the price of the Company's securities, which all affect the decision-making process of investors and stakeholders of the Company as follows:
  - (1) The Board of Directors is responsible for ensuring that the financial reporting system and important information disclosures are accurate and complete in a timely and transparent manner following relevant rules, standards, and guidelines, and supporting the preparation of Management Discussion and Analysis for the disclosure of quarterly financial statements for investors to receive information and understand the changes that occurred in the financial position. The Company's performance in each quarter was better than the numbers in the financial statements alone.
  - (2) The Board of Directors must monitor the adequacy of the Company's liquidity and the solvency.
  - (3) If the Company's business faces financial problems or is likely to encounter problems, the Board of Directors will supervise to ensure that the Company has a plan to solve the problems or has other mechanisms that can solve financial problems within the consideration of the rights of stakeholders.
  - (4) The Board of Directors must consider to disclose Company's information appropriately.
  - (5) The Board of Directors must direct the Company Secretary and/or the Investor Relations Department to communicate with shareholders and other stakeholders.
  - (6) The Board of Directors will support adapting information technology to distribute data.

#### Category 8 Encourage Participation and Communication with Shareholders

Board of Directors gives importance to the Company's shareholders. The Company will ensure that shareholders are treated equally and shareholders can exercise their fundamental rights as shareholders in full, such as (1) The right to buy, sell or transfer shares; (2) The right to share the profits of the Company; (3) The right to receive sufficient relevant information through the Company's website or the website of the Stock Exchange of Thailand or by any other means; (4) the right to attend the meeting to exercise the right to vote independently at the shareholders' meeting for the appointment or

removal of the company's directors; consideration of the remuneration of the company's directors; the appointment of auditors; the payment of dividends; the capital increase; and the issuance of new shares, including the right to question the Board of Directors about the Board of Directors' report and any other matters presented to the meeting.

In addition, the Board of Directors realizes and places importance on the rights of shareholders and does not act in violation or deprivation of the rights of shareholders. The Board of Directors promotes and formulates the following policies related to the rights of shareholders:

- The Board of Directors will ensure that shareholders are involved in making decisions on important matters of the Company, including
  - (1) Protecting and respecting the fundamental rights of shareholders, namely the right to purchase or transfer shares, the right to share the profits of the enterprise, the right to receive adequate business information, the right to attend the shareholders' meetings for appointments or removal of the company's directors, the appointment of auditors, allocation dividend, determination or amendment of Company's regulations or memorandum of association, capital decrease or capital increase, and approval of special items, etc.
  - (2) Encourage and support shareholders to exercise their rights in various matters at the annual general meeting of shareholders, such as the right to propose agendas for the shareholders' meeting in advance, the right to nominate a person to be elected as the Company's director right to submit questions to the meeting in advance of the meeting and the right to express opinions and ask questions at the meeting, etc., including facilitating the minority shareholders to nominate a person to be a director of the Company by sending a resume and a letter of consent of such person to the Chairman of the Board of Directors under the rules and regulations and procedures specified by the Company.
  - (3) Ensuring that the notice summoning the shareholders' meeting, together with relevant documents, is delivered via the Company's website at least 14 days before the date of the meeting, both in Thai and English.
  - (4) Encourage shareholders to use the proxy form in the form that shareholders can determine the direction of voting for agreeing, disagree, and abstain By preparing the proxy forms, both Form A, Form B and Form C (only for custodian) for shareholders, as well as to facilitate shareholders who are unable to attend the meeting in person but wish to use it.

The right to vote by proxy by proposing to have independent directors attend the meeting and vote on behalf of shareholders to facilitate the shareholders to exercise their right to choose any independent director to be a proxy on behalf of the holder.

- (5) Refrain from any act that infringes or restricts the rights or deprivation of the rights of shareholders to access the Company's information that must be disclosed in accordance with the requirements and attendance of the shareholders' meeting, such as not presenting documents that contain a sudden addition of important information without adding an agenda or changing important information without notifying the shareholders in advance, etc.
  - (6) Facilitate the shareholders to exercise their rights such as providing important information that is up-to-date via the Company's website, etc.
- The Board of Directors will ensure that the shareholders' meeting proceed smoothly, transparently, efficiently, and allows shareholders to exercise their rights, including
- (1) Facilitate the shareholders' rights to exercise their rights to attend and vote in the shareholders' meeting and will refrain from any action, which limits the opportunity to attend the meeting of shareholders. If the shareholders are unable to attend the meeting in person, the Company allows appointing independent directors or any person to attend the meeting on their behalf.
  - (2) Informing rules and procedures for attending the shareholders' meeting at the notice of the meeting. The shareholders were informed at the shareholders' meeting and the notification of the rules and voting procedures was recorded in the minutes of every shareholders' meeting.
  - (3) Arrange the meeting appropriately and allow shareholders to ask questions related to the meeting agenda or related to the Company and express their opinions. Recording inquiries on matters related to the meeting agenda or related to the Company, shareholders' opinions, and explanations of the Board of Directors and/or executives in the minutes of every shareholders' meeting.
  - (4) The meeting will be according to the agenda specified in the invitation letter, and the Company's shareholders and executives will not present any additional agenda items that are not necessary for the meeting, especially those that are not required by the shareholders. Stockholders must take time to study sufficiently before making a decision.

- (5) Encourage the use of technology such as barcodes, ballot cards, etc. to be used in meetings. Shareholders, both the registration of shareholders, vote counting, and display of results so that the meeting can be conducted quickly, accurately, transparently, and verifiably by having the voting results disclosed in the meeting report of the shareholders' meeting together with the votes of agreeing, disapproving, and abstaining votes on each agenda that were cast.
  - (6) There will be an independent person to witness the vote counting or to count or check the votes in the meeting, such as the Company's auditor or legal advisor, and disclose the results of the vote counting or auditing to the meeting for acknowledgment and record them in the minutes of the meeting.
  - (7) The Board of Directors recognizes the importance of holding an annual general meeting of shareholders and respects the rights of shareholders. It, therefore, encourages all directors to attend the shareholders' meeting.
- Board of Directors will ensure that the disclosure of the resolutions of the shareholders' meeting and the preparation of the minutes of the meeting of shareholders are accurate and complete, including
- (1) Ensure that information about the date, time, location, and agenda of the shareholders' meeting is provided. This includes all information related to matters to be decided at the shareholders' meeting, with explanations and reasons supporting the agenda or resolutions requested by the shareholders sufficiently and timely in advance of each shareholders' meeting. The Company has a policy of allowing shareholders to study information before the meeting date via the Company's website. The documents contain the same information as the information in the form of documents that the Company delivered to shareholders.
  - (2) After each shareholders' meeting, the meeting contents are compiled, including the details of the meeting agenda and a name list of the Company's directors. Both attending the meeting and leaving the meeting, meeting resolutions, voting, as well as questions and opinions of shareholders, are prepared as "Minutes of the Shareholders' Meeting", which will be published on the Company's website and delivered to the SET and/or related agencies within 14 days from the date of the meeting following the requirements of the SEC and SET and will disclose to the public the voting results of each agenda item of the meeting through the SET's system within the time specified by law.

- (3) The Company will promote the exercise of shareholders' rights and not limit the rights of shareholders by providing information disclosure via the Company's website in advance. The Company will not present documents with additional important information during the meeting of shareholders, and the Company will not add agendas or change important information without notifying the shareholders in advance.
- (4) Ensure that there are opportunities for shareholders to regularly receive information and communication through the Company's website.

Approved by the resolution of the Board of Directors Meeting No. 4/2019 held on 9 August 2019.  
Effective from 9 August 2019 onwards.

Signature  
(Mr. Vithool Jearkjirm )  
Chairman of the Board  
TEKA Construction Public Company Limited