

## Investment and Governance Policy of Subsidiaries and Associates

### 1. Principles and Rationale

The Company has established a policy to invest in other businesses that are related to or support its core operations, with the objective of generating long-term returns. Accordingly, the Company has set forth a governance policy for the management of its subsidiaries and associates to safeguard its investment interests and to enhance confidence among all stakeholders.

### 2. Definitions

The definitions used for the purpose of complying with this Policy shall be in accordance with the notifications of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and other relevant laws.

“Corporate Governance” means a system that establishes structures and processes governing the relationships among the Board of Directors, management, and shareholders, in order to enhance competitiveness, support sustainable growth, and maximize long-term shareholder value, while taking into account all stakeholders.

“Subsidiary” means a company with any of the following characteristics:

- (a) A company over which the listed company has control;
- (b) A company over which the company under (a) has control;
- (c) A company under the control of a company under (b), in successive layers, beginning from the company under (b).

“Associate” means a company in which the listed company or its subsidiary has the power to participate in decisions regarding financial and operating policies, but does not have control over such policies and is not considered a subsidiary or a joint venture.

In cases where the listed company or its subsidiary holds, directly or indirectly, shares ranging from 20% but not exceeding 50% of the total voting rights of a company, it shall be presumed that the listed company or its subsidiary has such participation power, unless proven otherwise.

“Connected Person” means a person who may cause directors or executives of the Company to have a conflict of interest in making decisions, whether to prioritize the interests of such person or the best interests of the Company, including:

- (1) Directors, executives, major shareholders, controlling persons, or persons nominated to be directors, executives, or controlling persons, including related persons and close relatives of such persons;
- (2) Any juristic person in which major shareholders or controlling persons are persons under (1);
- (3) Persons acting on behalf of or under the influence of persons under (1) and (2);
- (4) Directors of juristic persons having control over the Company;
- (5) Spouses, children, or adopted children who are minors of directors under (4);
- (6) Juristic persons controlled by persons under (4) or (5);
- (7) Persons acting under an agreement or understanding that if the Company enters into a transaction that provides financial benefits to such person, the following persons will also receive financial benefits:

7.1 Directors of the Company

7.2 Executives of the Company

7.3 Controlling persons of the Company

7.4 Directors of controlling persons of the Company

7.5 Spouses, children, or adopted children who are minors of persons under 7.1 to 7.4

“Person with Potential Conflict of Interest” means the following persons:

(a) Directors or executives of the Company;

(b) Major shareholders of the Company;

(c) Controlling persons of the Company;

(d) Persons related by blood, marriage, or legal registration with persons under (a), (b), or (c), including parents, spouses, siblings, children, or children’s spouses;

(e) Any juristic person in which persons under (a), (b), or (c) hold shares, have control, or have significant interests, whether directly or indirectly.

“Executive” means the top four executives below the Managing Director (the highest-ranking executive, regardless of title), including all persons holding positions at the same level as the fourth executive, and shall also include executives in accounting or finance functions at the level of department manager or higher, or equivalent.

### 3. Investment Criteria

3.1 Target Businesses for Investment Consideration

(1) Must not engage in illegal activities or support any unlawful conduct.

(2) Must undergo an appropriate and necessary feasibility or investment evaluation.

(3) The Company, its subsidiaries, and associates shall not engage in cross-shareholding with their own shareholders.

3.2 Persons Eligible for Joint Investment

(1) The Company shall not enter into joint investments with a “person with potential conflict of interest,” unless necessary. In such cases, the participation of such person must not result in the Company losing its qualifications for a public offering or its status as a listed company on the Stock Exchange.

(2) The basic criteria for selecting joint investment partners are as follows:

- No record of illegal conduct

- Possess knowledge, experience, capabilities, or a broad network that can effectively support the operations of the subsidiary or associate in which the joint investment is made

### 4. Investment Proportion or Amount in Subsidiaries or Associates

4.1 Unless otherwise restricted by any applicable requirements, the Company shall hold shares in the invested company, whether directly or indirectly, at a level or in a manner that enables the Company to exercise control or participate in policy-making and management, or to obtain other desired benefits. The Board of Directors shall consider appointing the Company’s representatives, who possess appropriate qualifications and experience relevant to the business of the invested company, to serve as directors in such subsidiaries or associates. Such representatives may include the Chairman of the Board, Chief Executive Officer, directors, senior executives, or any personnel of the Company, provided that they have no conflict of interest with the business of those subsidiaries or associates.

4.2 In the case of joint investment with a person with potential conflict of interest, such person shall not hold more than 10% of the total voting shares of that company, unless there is a justified necessity and clear explanation that such arrangement is in the best interest of the Company and its shareholders.

4.3 The investment amount and shareholding proportion in each business shall be subject to approval in accordance with the Company's approval authority regulations.

## **5. Governance Policy for Subsidiaries and Associates**

For the governance of subsidiaries and associates engaging in core businesses, such entities shall comply with the "Governance Policy for Subsidiaries and Associates Engaging in Core Businesses." In order for the Company to effectively oversee other invested entities that do not engage in core businesses, the Company has established the following governance guidelines:

5.1 Appoint the Company's representatives, who possess appropriate qualifications and experience relevant to the business operations, as directors in subsidiaries and associates, subject to approval by the Board of Directors. Such appointments shall be in proportion to the Company's shareholding in each entity and/or in accordance with joint agreements in the case of associates. These representatives shall perform their duties in line with key management policies and oversee operations as approved by the Board of Directors.

5.2 Require that authorized signatories of subsidiaries must include the Company's representative as a co-signatory at all times, or in the case of associates, there should always be a representative of the Company as a co-signatory.

5.3 In cases where a subsidiary enters into a connected transaction or a material transaction, the Company shall ensure compliance with applicable laws, rules, regulations, notifications, and relevant circulars.

5.4 Ensure that subsidiaries and associates prepare financial statements that accurately reflect their financial position and operating results, based on complete, accurate, and sufficient accounting information in accordance with generally accepted accounting standards.

5.5 Ensure that subsidiaries engaging in core businesses implement appropriate and adequate internal control policies and systems, and that there is regular monitoring and evaluation of whether employees, executives, and directors comply with such policies and internal controls. The results shall be reported to the Audit Committee and the Board of Directors within an appropriate timeframe on a regular basis.

## **6. Financial Assistance to Subsidiaries or Associates**

The Company provides financial assistance only to subsidiaries in which it holds more than 50% of shares. Such assistance must be subject to the condition that no connected person of the Company holds more than 10% of the remaining shares in such subsidiary.

6.1 Loans granted to subsidiaries should be in proportion to the Company's shareholding, unless there is a necessary and appropriate reason to provide loans exceeding such proportion. The interest rate shall not be lower than the market rate.

6.2 The Company may provide guarantees only to subsidiaries in which it holds shares directly. The guarantee conditions must be reasonable in relation to the obligations of such subsidiaries. The guarantees shall be in proportion to the Company's shareholding, unless there is a necessary and appropriate reason to provide guarantees exceeding such proportion.

6.3 Other forms of financial assistance, such as commercial terms that may be monetized and are included in intercompany transactions, must not exceed the interest rates charged by financial institutions to prime customers, and shall not exceed the rates prescribed by applicable laws at the time of approval.

## **7. Investment Approval and Evaluation**

### **7.1 Investment Approval Process**

The approval of share acquisitions shall require an evaluation of investment feasibility or viability. Where appropriate, the Company may engage an independent expert advisor to conduct such evaluation. The scope and level of detail of the evaluation shall be determined by management based on the nature of the investment project, prior to submission to the Board of Directors or shareholders (as the case may be) for approval, in accordance with the Company's approval authority framework.

### **7.2 Investment Performance Evaluation**

(1) The Company's management shall monitor the performance of subsidiaries and associates on a monthly basis and prepare quarterly performance reports to be submitted to the Audit Committee for review and further presentation to the Board of Directors within 45 days from the end of each quarter and within 2 months from the end of each fiscal year.

(2) The Company's management shall coordinate with the management of subsidiaries or associates to facilitate site visits or operational inquiries by the Audit Committee at least once a year.

### **7.3 Compliance Audit of This Policy**

(1) The Company's management shall ensure that the internal auditor or internal audit function reviews compliance with this Policy. In the case of subsidiaries or associates, management shall coordinate with the Company's representatives in those entities to provide sufficient documentation for audit purposes.

(2) The internal auditor or internal audit function shall submit audit reports to the Audit Committee within 45 days from the end of each quarter and within 2 months from the end of each fiscal year, so that the Audit Committee may report and provide its opinions to the Board of Directors.

Effective from 15 March 2025 onwards.