

# **SVI Public Company Limited**

## **Corporate Governance Handbook**

**Revised Edition 2024, December  
Approval by the Board of Directors**

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## Good Corporate Governance

The Company's Board of Directors fully recognizes the importance of good Corporate Governance and is determined that good governance is widely embedded the entire organization. This is to benefit the organization which to be efficient in both an excellent management and operating business with ethical responsibility, fair, transparent and accountable. Besides, this is to build the most benefits, trust and grow sustainably for shareholders and all key stakeholders.

The Company has implemented its Corporate Governance practice in compliance with the principles prescribed by the Stock Exchange of Thailand (SET). Besides adopting the SET guidelines on Corporate Governance principles, the Company has consistently implemented the six Company Core Values of:

- Mutual Support : Support each other; focus on the organization's goals
- Respect : Respect, listen to others and understand differences
- Accountability : Responsible for actions related to personal and organizational goals
- Commitment : Self-determination and work to full capabilities
- Trust : Trust in each other
- Transparency : Manage work with transparency that can be audited

In this regard, the company has continuously enhanced and amended its corporate governance standards by adhering to the good corporate governance principles for listed companies in 2017 of the Stock Exchange of Thailand, the ASEAN CG Scorecard, as well as Corporate Social Responsibility policies, in order to uphold the best practices of the company's board of directors, executives, and employees in their responsibilities and performance.

The good corporate governance guideline is required a regular reassess at least once a year in order to be modern, fast respond to the changes and consistent with the company's business strategy and direction. It's also as well as the principles of corporate governance in accordance with both domestic and international standards Including the relevant regulations. The company do the communication throughout the whole organization which be covered the company's board of directors, executives and employees. This is an important factor in adding more value and highest return to the organization, shareholders and stakeholders in all sectors.

Prasert Bunsumpun  
Chairman of the Board  
SVI Public Company Limited

Sopon Punyaratabandhu  
Chairman of Corporate Governance Committee  
SVI Public Company Limited

## Corporate Governance

The Board of Directors' objective is to enable SVI to conduct its business efficiently, have good corporate governance, and have excellent management with the aim of benefiting shareholders' interests, taking into account the interests of other stakeholders, and maintaining business ethics and transparency. Therefore, the company has established a good corporate governance policy as a guideline to which directors, management, and employees shall adhere, which will make the company's business more sustainable.

The company has fully complied with the principles of good corporate governance as prescribed by the Stock Exchange of Thailand in five areas: shareholders' rights, equitable treatment to shareholders, stakeholder's interests, disclosure of information, and transparency, including the responsibility of the board of directors.

### Section 1: General Statement

#### Vision

We are leading to a globally recognized organization in the service of the electronics assembly and box build products that strives for growth, profitability, integrity and social Responsibilities.

#### Core Values

- Mutual Support : Support each other, focus on the organization's goals
- Respect : Respect, listen to others and understand differences
- Accountability : Responsible for actions related to personal and organizational goals
- Commitment : Self-determination and work to full capabilities
- Trust : Trust in each other
- Transparency : Manage work with transparency that can be audited

The Company has communicated the Core Values to employees at all levels in the organization through various internal channels to ensure that everyone acknowledges, understands and practices them at all times which leads to efficiency in work, good management and success.

### Instructions for use of SVI Corporate Governance Handbook

The Board of Directors has communicated to directors, management and staffs to realize and ensure the compliance with corporate governance. There's an annual review of the corporate governance manual and policies. To continuously improve the quality of corporate governance of the Company for stability and sustainability to the organization, its shareholders and all stakeholders.

## Definition and Meaning

Director refers to the Board of Directors

Executive refers to an individual who is responsible for the management of the company, either by circumstances or by assignment from the company's board of directors. This definition as specified in this manual, limits the executive positions within the company to those holding a rank equivalent to Director (Job Grade E8) or higher

Consultant for the purposes of this guide, are defined as those who are hired to provide advice and/or perform tasks related to business operations and/or have expertise, experience, and knowledge and/or assist businesses in solving problems or identifying new opportunities, which may include professional solutions for the company. This role is limited to individuals who have the right to access, involve, and/or reach the company's performance information.

Related persons refer to individuals who have the following relationships with the directors or executives as defined by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC):

1. Spouse or cohabitant acting as a spouse.
2. Minor children or adopted children of the directors or executives.
3. Juristic persons in which the reportable persons, their spouses, cohabitants acting as spouses, or minor children collectively hold more than 30% of the total voting rights and have the largest shareholding proportion in the said juristic person.
4. Other persons as specified by announcements of the Capital Market Supervisory Board.

## Section 2: SVI's Corporate Governance

### Definition and Meaning

Good corporate governance means establishing a management structure and mechanism within the organization to create relations between the company's board of directors, executives, employees and shareholders to serve the best interests of the shareholders, taking into account the interests of all stakeholders to sustainable growth of the company. The company follows its core values including Mutual Support, Respect, Accountability, Commitment, Trust and Transparency (MR ACTT).

### The Importance of Good Corporate Governance

The Company's Board of Directors fully recognizes the importance of good Corporate Governance and is determined that good governance is thoroughly followed throughout the entire organization, from the Directors and Executives to the Company's employees. It is a key factor in adding value and the highest return to the Company shareholders. The Board of Directors appointed a Corporate Governance Committee, holding duties and responsibilities for the establishment of good governance practice and follow-up measures to enforce the implementation of the policy and to update the policy to conform to both local and overseas good governance practices. Moving forward to international standards. The company follows the Corporate Governance principles which cover five categories detailed as follows.

#### 1. Rights of Shareholders

SVI gives great importance to the protection of shareholders' rights and the promotion of exercising such rights without violating or infringing upon them. The Company ensures that shareholders receive sufficient and timely information in an appropriate format to facilitate informed decision-making. The basic legal rights consist of the right to buy, sell, or transfer securities held, the right to receive dividends, the right to take part in the decision-making of SVI's important issues, such as the approval of key activities affecting business direction, the right to vote for the appointment of an auditor and the fixing of the auditor's fee, the right to the declaration of dividends, increase or reduction of capital, amendment of the Memorandum of Association and the Articles of Association, as well as the approval of director remuneration in all forms and any special transactions. The Company facilitates shareholders in fully exercising their rights to attend meetings and vote by ensuring the meetings are held on working days at convenient locations with accessible transportation. Shuttle services are also provided for shareholders and institutional investors. Additionally, the Company offers the option of attending meetings through electronic media (E-AGM) certified by the Electronic Transactions Development Agency (ETDA). Adequate personnel and technology are arranged to verify documents, and stamp duty is provided for shareholders appointing proxies. The Company also refrains from any actions that could limit shareholders' opportunities to attend meetings. The Company has the following guidelines for shareholders' meetings:



- 1) The Company provides a notice of the shareholders meeting, the meeting venue, date, time, agenda and relevant information, clear details with attachments including the opinion of the Board of Directors related to that agenda. In case there is an additional agenda, the company will send an appropriate advance notice to Shareholders accordingly.
- 2) All relevant information is posted on the SVI's website ([www.svi-hq.com](http://www.svi-hq.com)), before the meeting date. In case of doubt, shareholders can submit query or propose a nominee for the company's director prior to the meeting. The rules of the meeting and the procedures of voting are posted on the SVI's website. ([www.svi-hq.com](http://www.svi-hq.com)).
- 3) SVI shareholders shall receive adequate information, accurate, transparent and on time for making decision before the meeting. All information is posted in SVI's website ([www.svi-hq.com](http://www.svi-hq.com)) at least 30 days before sending out notices of the meeting to shareholders.
- 4) The voting results should be computed in a timely manner so they can be promptly presented to shareholders on the next business day via the SVI's website. ([www.svi-hq.com](http://www.svi-hq.com))
- 5) The minutes of the Shareholders Meeting including Shareholders' recommendations, inquiries and answers should be posted on the SVI's website 14 days after the meeting date. This is to allow shareholders to access the information.
- 6) SVI encourages the use of technology during the Annual General Meeting of Shareholders including registration, voting count, and voting results display. Furthermore, SVI is in support of using voting cards for voting in all agenda and that there should be a resolution in all matters in a case where there are multiple matters within a single agenda. This is to ensure that the Annual General Meeting is done in a fast, efficient, and accurate manner.
- 7) The company has invited its auditors to the Annual General Meeting of Shareholders to answer any questions relating to the Company's financial statements.
- 8) The company maintains a clear and transparent shareholding structure, free from cross-shareholding with major shareholders. However, it uses a pyramidal shareholding structure within the group of companies. This strategy relies on a holding company to improve management control and reduce legal risks. In the annual report, the company discloses the detailed shareholding structures of both the parent company and its subsidiaries.
- 9) When presenting the directors' remuneration agenda for shareholders' consideration, the remuneration proposal includes the criteria for setting compensation for each director's position. Additionally, specific amounts of remuneration are presented to assist shareholders in their decision-making process.
- 10) The company provides shareholders with the opportunity to exercise their rights to appoint directors on an individual basis. It also supports the use of individual ballots to ensure transparency and accountability.
- 11) The company does not add meeting agendas or alter significant information without providing prior notice to the shareholders.



## 2. Equitable Treatment of Shareholders

The Company provides equitable and fair treatment to all shareholders whether they are retail, institutions, domestic or foreign without any prejudice. Our Company's aim is to build the investors' trust and to establish our credibility through the Company's organized Shareholders Meeting, which are based on the following process:

- 1) In a case that the shareholder cannot be present at the Annual General Meeting of Shareholders, the Company encourages the shareholder to give power of attorney to authorize a 3rd person or the Company's Independent Director as proposed by the Company to attend and exercise their voting rights on their behalf. The Power of Attorney format used by the Company allows for the particular shareholder to vote in the direction in which they desire. The Power of Attorney document is attached to the notice of the shareholders meeting sent to the shareholders or can be download and print from the Company's website.
- 2) The Company sends out notices of the shareholders meeting together with agenda at least 21 days before the meeting date. SVI shall provide multiple communication channels via the SVI's website in advance.
- 3) The Company informs the Shareholders by publishing the venue and agenda of meeting through the Stock Exchange of Thailand and discloses notices of the shareholders meeting and all relevant information on the SVI's website at least 30 days before the meeting date, both in Thai and English.
- 4) The Company shall allocate sufficient time and encourage shareholders to participate in the Shareholders' meeting, given equal opportunities to express their opinions and raise questions in which Directors and Executives who are involved in those matters will respond those questions.
- 5) The main questions, answers and opinions are recorded in the minutes of the meeting for future review by shareholders.
- 6) The company grants shareholders the right to vote based on the principle of one share, one vote.
- 7) The company has disclosed and established processes that enable minority shareholders to participate in the nomination and appointment of directors in advance through the company's website.

The Company is prohibited from altering the agenda or content that is deemed important without informing the shareholders in advance. The board of directors and the Company's executives must disclose any information that may create a conflict of interest and the relevant persons so that the board of directors can consider and make decisions based on the interest of the Company. In a case where there is conflict of interest with certain board members or executives, that particular individual must be refrained from considering and making decision on the agenda which he or she is conflicted and that such process should follow the protocol of connected transactions of the Company. The Company discloses the details and reasoning of the connected transactions to the shareholders to consider as required by the Stock Exchange of Thailand. These details include the names and relationship of the connected person, the methodology and value in which the transaction is conducted and the board of directors' opinion.

The Company further discloses whether the connected transactions are conducted at fair market prices and in accordance with the normal course of business. In addition to disclosing the connected transactions to the Stock Exchange of Thailand, the Company also includes such transactions in its annual report.

The Board of Directors has in placed a policy which prohibits the director or executives with conflict of interest from participating in the meeting or from voting on that particular agenda. The Company's management will inform the director or executives with conflict of interest in advance that he or she will not be able to participate in the meeting or make voting decision on such agenda. In considering which director or executives has a conflict of interest according to various agenda, the Board of Directors will rely on the report containing all connected transactions disclosed by the directors and executives to the Chairman of the Board and Chairman of the Audit Committee.

The Company does not provide any financial support such as financial loan or corporate guarantee to any company with the exception of the Company's subsidiaries. In which case, the Company will provide financial loans or corporate guarantee according to the proportion of the shareholding held by the Company and according to the relevant legal documents.

The Company has procedures to prevent Directors, Executives, and Consultants from using inside information for personal gain or for the benefit of others.

### **3. Role of Stakeholders**

The Company recognizes the rights and roles of all groups of stakeholders by including their rights as part of a code of conduct and disseminating this through various channels, i.e., the Company website and internal communications, so that the concerned personnel acknowledge and strictly comply with the code. The Company established the Role of Stakeholders Policy and reports social responsibility activities in annual report. The policy is summarized as follows:

#### **3.1 Roles and responsibilities of each group of stakeholders**

##### **Shareholders**

The Company recognizes the importance of the rights and roles of all shareholder. The Company has the objective to achieve good operating performance, sustainable growth and competitiveness while minimizing risk factors, in order to maximize shareholder value in the long term. The Company discloses all information in a fair and transparent manner and makes every effort to protect the Company's assets and its reputation. In addition, the Company realizes the importance of shareholder involvement by organizing Company visits for interested shareholders, so that the shareholders have an opportunity to obtain business information directly from the Executives.

## **Customers**

Customer satisfaction is a key focus of the Company. We will achieve this by delivering high quality products and excellent service to customers at a competitive price using qualified people and up-to-date innovation and technology. The contract between the Company and the customer will be written in understandable language. The agreement shall have enough conditions to cover the business relationship and no condition will violate copyrights or break any agreement. The Company follows the agreement in a very strict manner and does not disclose any information relating to the customer unless agreed upon. In the event of any potential deviation from the agreement, the Company will notify the customer immediately to find a proper solution. The Company has also established a process for customers to voice their concerns whether it is related to product quality, product safety or any other issues and the Company will try to resolve the issues in the most efficient and quickest way possible. The Company is supportive of activities to develop good relationships between the Company and the customer to build a long-term partnership.

## **Creditors and Business partners**

The Company realizes the importance of the equal rights of business partners and creditors and it will strictly comply with contracts and agreements it has entered into. The Company will continue to support its partners to achieve mutual benefits for both parties. The Company will also provide its partners with the potential risks of entering into such agreement. In the Company's Code of Conduct and Ethics, the Company states the guidelines that employees must obey in order to comply with the dealings with business partners.

The criteria for selecting a business partner are as follows:

1. Financial position
2. Capability in business operation
3. Potential growth of the organizational
4. Innovation and technology development
5. Conditions of Guarantee
6. Management of its own capital
7. Potential defaults on Payment
8. Potential conflict of interest
9. Policy in regards to internal corruption
10. Policy in regards to quality control

## **Green Procurement for Supply Chain**

1. Sourcing and Purchasing Green Policy

The goal of our Green Procurement policy is to integrate environmentally sustainable practices into our sourcing and purchasing processes. This approach not only helps minimize our environmental footprint but also aligns with the growing demand for sustainable products and practices.

2. Supplier Selection
  - Supplier Selection with Green Procurement Focus
  - ESG (Environmental, Social, Governance) Sustainability Agreement
  - Supplier Rating Score with ESG Compliance
3. Procurement Process
  - Paperless Quotation System (E-Bidding, Quote Win-Supplier Win)
  - Paperless PR and PO System (SAP, PDF, and E-mail)

By embedding these green procurement practices into our supply chain, we aim to reduce our carbon footprint, enhance the sustainability of our operations, and collaborate with partners who share our commitment to a greener future.

### **Competitors**

The Company has a strategy to operate within the framework of fair competition. The Company will not search for any confidential information from competitors inappropriately, such as bribery of a competitor's employee. The Company will not try to damage the competitor's reputation by means of slander, accusations or providing incorrect information.

### **Employees**

The Company actively focuses on human resource management. Employees are the most valuable asset of the Company, and the key factor driving the Company to achieve our business goals and objectives. We do our best to make our employees proud of being a part of the Company, where there is a supportive working environment with fair and friendly treatment. The Company treats all employees with respect and dignity, and in accordance with the law and the Company's working rules and regulations. The Company assigns jobs to employees fairly, focusing on two-way communication between the employee and the Company. The Company establishes clear compensation and employee benefits policy which is consistent with the company's performance and provides such benefits as provident fund, a saving fund for staff and transportation etc. The Company employs a KPI system that allows the Company to track the performance of each employee both short and long term where the employees are reviewed annually and compensated accordingly. The Company has implemented an Employee Joint Investment Program to incentivize and retain employees over the long term. Additionally, the Company provides various employee benefits, such as a provident fund, an employee savings cooperative, and transportation services for employees. Our emphasis on people development program to develop the potential of all employees is disclosed the average number of hours of training per year in an annual report. The Company organizes various recreational activities for employees as a part of a program for a better quality of working life and encouraging a good relationship between employees and the Company.

The Company has recently provided guidelines on hiring new employee and fair treatments amongst colleagues. The guideline stipulates that the hiring process should be a fair and equitable process without discrimination on race, sexual orientation, age, and disability while treatments amongst colleagues should not involve any harassment and that everyone should be treated with the utmost respect in the workplace.

### **Social responsibility**

To ensure long-term business success we depend on the organizational administration ability and business ethic consistency in line with good governance policy. Social responsibility is one of the SVI areas of concern. The Company has a serious intention to work cordially with relevant stakeholders such as shareholders, employees, customers, vendors, society, government agencies and nationwide. The Company has promoted the use of resources in efficiency and worthiness and directed employees to be definitely attentive and perform duties with consciousness by taking into account the safety and environment, together with the development and promotion of social responsibility, participation in activities beneficial to society and neighboring communities, including caring for the environment.

### **Occupational Health, Safety and the Environment**

The Company is intensely committed to continual improvement in the area of Occupational Health & Safety and Environmental control in order to support the Company employee, operation of effective safety to prevent injury & ill health and fulfill our corporate obligation and to contribute to a better life for the community, country and the world as a whole. We will therefore adhere to the following;

- 1.) Comply with all relevant local and national regulations including Occupational Health & Safety and Environmental laws, and applicable another legal requirement such as ISO 14000, ISO-14001, ISO 18001.
- 2.) Utilize the natural resources, substitute materials in the most efficiency and provide appropriate resources to fulfill these objectives.
- 3.) Set and achieve Occupational Health & Safety and Environmental objectives and targets. We shall also create greater awareness for all employees on Occupational Health & Safety and Environmental responsibility and the protection of our current and future environment. We shall also disclose and compile accident reports and rates of illness from work in an annual report.

The Company creates greater awareness for all employees on Occupational Health & Safety and Environmental responsibility and the protection of our current and future environment by providing training sessions to its employees including the disclosure of injury & ill health record in our Annual Report.



### **3.2 Human Rights**

The Company upholds and complies with human rights principles as well as principles in other areas. All employees are treated equally through a policy of non-discrimination, whether it is a matter of race, nationality, religion, sex, age, education. Overall, the Company listens to Employees' opinions, trusts them and treats them fairly as individuals and as the most important asset in its business. The Company supports ethical and talented Employees and respects Employees' privacy. Therefore, we have a clear policy as a general guideline in supporting the rights of people.

- 1.) The Company respects all the rights of the employees in any form, not only as stated by law but also general principles, and will not create any obstruction or prevent the employees exercising their rights.
- 2.) The Company will not support employees that violate the human rights or other general rights of other people.
- 3.) The Company will keep the personal information of employees confidential and will not disclose it to others without the permission of the employees.
- 4.) All SVI employees will treat others equally and fairly, and will not violate or threaten the rights of other people.

### **3.3 Policy on Intellectual Property**

The Company acknowledges the importance of intellectual property created from an individual's knowledge and ability. The Company, therefore, always makes sure that the information used in the Company will not violate the intellectual property of others.

- 1) The Company does not permit nor encourage its employees to use illegal software for any Company business.
- 2) Employees who use Company computers must strictly follow the rules and conditions of the manufacturer and only with the permission of the Company.
- 3) Employees are not allowed to use any intellectual initiatives created for Company business for personal purposes unless they receive permission from the Company. Employees must return any intellectual property to the Company as soon as their employment is terminated.
- 4) Employees will ensure that external information used for Company business purposes is legal and does not violate the intellectual property of others.

## **4. Disclosure and Transparency**

The Company discloses information such as financial information, and performance related information as prescribed in the requirements of the Securities and Exchange Commission (SEC) of Thailand and those of the Stock Exchange of Thailand (SET) with the following guideline;

- 1.) Financial information and related information are disclosed accurately, completely, transparently, comprehensively and timely. Apart from disclosing annually and in the Annual Report (form 56-1), most of the information is also posted on the SVI's website in Thai and English thus enabling shareholders, customers and interested persons to access the information with ease, equality and reliability.
- 2.) Information disclosed including corporate governance policy and results of its practice in Annual Report and on the Company's website.
- 3.) The Board of Directors places an emphasis on, and is responsible for, the financial reporting of the Company and its subsidiaries, including financial information in the Annual Report. The Company's financial statement is prepared according to generally accepted accounting principles, adopting appropriate accounting policy and using a conservative approach, accuracy and completeness, and reflects true operating performance. Furthermore, important information is adequately disclosed in the notes to the financial statement, which is audited by an external, independent auditor who is qualified by the SEC to increase the reliability of financial reporting. In addition, the Board of Directors appoints an Audit Committee to be responsible for overseeing and reviewing the accuracy and reliability of financial reporting, including the adequacy of the internal control system.
- 4.) The Company shall also provide a management report and supporting the analysis in addition (Management Discussion and Analysis or MD&A) to the quarterly financial statements then posted on the SET's and SVI's website.
- 5.) The Company declares the audit fee and other auditor's fee in the annual report and form 56-1.
- 6.) The Company discloses in the annual report for The Board of Directors' and Sub Committee' roles and responsibility, meetings attendance, including their training and seminar for further development.
- 7.) The Company discloses the remuneration of Directors and senior executives, which have been approved by the Board of Directors, in the Annual Report.
- 8.) The Company has a policy requiring directors and/or the top four executives, excluding the Chief Executive Officer (or equivalent), to disclose all holdings and trades of the Company's shares to the Board of Directors.
- 9.) The Company discloses the following information on its website;
  - The Company's vision, objectives, and memorandum.
  - Shareholding structure and the Company's structure and subsidiaries.
  - Board of Directors, Sub Committees and Key Management.
  - Nature of the business, market condition, and current competition.



- Corporate governance of the Company, Code of business conduct, and the sub-committee's charter.
- The Company's annual disclosure (Form 56-1) and the Company's annual report. (Form 56-2)
- Notice and invitation to the annual general meeting of shareholders as well as supporting documents and reports of the annual general meeting of shareholders.
- Internal control policy and risk management guidelines.

### **Disclosure Policy**

The company places importance on the accurate, complete, and transparent disclosure of information to all shareholders and the general investing public, equally and in accordance with the standards and regulations set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand. The company controls the use and disclosure of inside information. Directors, executives, consultants including any individuals responsible for accounting and finance must refrain from trading the company's securities for 30 days before (date of the board of directors meeting for financial statement approval) and 2 working days after the financial statements are disclosed. Additionally, if the stock exchange system has not yet publicly released any estimated annual or quarterly financial statements, they should refrain from disclosing them.

### **Prevention of Conflicts of Interest**

The company has a policy to prevent directors, executives, or employees from using inside information for personal benefit, in order to avoid conflicts of interest. It requires the reporting of any items that may present a conflict of interest to the Board of Directors for review and consideration of appropriateness. Furthermore, the company ensures compliance with the Stock Exchange's regulations and discloses the details in the annual report. In addition, the Board oversees the use of inside information by requiring the top four executives, after the CEO (or equivalent), to report any changes in securities holdings to the Securities and Exchange Commission (SEC). The company's code of conduct also prohibits directors and executives who are privy to inside information from disclosing such information to external parties.

### **Supervision of the Use of Inside Information**

The Company has a measure to supervise the use of inside information. If any directors, executives, consultants including any individuals responsible for accounting and finance have been aware of any significant inside information which may affect the change in securities price, such directors, executives, consultants including any individuals responsible for accounting and finance shall refrain from trading the Company's securities for 30 days before (date of the board of directors meeting for financial statement approval) and 2 working days after the financial statements are disclosed and shall not disclose such information to any other person.

The Company has informed directors, executives and consultants of their duty to report their securities holdings in the Company and the change in their securities holding in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) including penalty provisions under such Act.

The Company requires directors, the first four executives following the Chief Executive Officer (or equivalent), and consultants to report their trading of the Company's securities to the Company in a standard form. The report must be submitted to the Company secretary no later than the following business day after the report has been submitted to the Stock Exchange of Thailand (SET). Directors and the first four executives are also required to notify the Company at least one day in advance of any planned trading of the Company's securities, through the Company Secretary. In the case where the directors, executives, and consultants submit the report to the SET directly, they must also submit a copy of this report to the Company. Consultants are similarly required to report changes in their own securities holdings and those of related persons to the Company Secretary using the designated form, no later than the following business day. The Company will immediately clarify the facts to the shareholders and investors via the SET news system in the event of any rumors or leaks of information to the public. This is to avoid causing any unfairness to the shareholders and general investors.

Additionally, the Company mandates that all employees perform their duties solely for the maximum benefit of the Company, in strict compliance with the Company's regulations and procedures. The Company has implemented measures to prevent the misuse of insider information by requiring employees at all levels to refrain from using such information for personal gain, or for the benefit of their family or associates in any unethical manner. Employees are also obligated to safeguard confidential information and documents, ensuring they are not disclosed to external parties. Examples include restricting the release of details regarding the Company's operational activities or future plans.

### **Shareholders, Analyst and Press Meetings**

SVI has arranged Shareholders Meetings and treated all Shareholders equitably by sending invitation letter at reasonable time as required by law. The letter informs Shareholders of the meeting schedule and location that is convenient for them to commute the meeting. The Annual General Shareholders Meeting is normally held in April each year. The Company also invites both Analysts from inside and outside Thailand, Financial Journalists, media and press to discuss and interview SVI top management regarding to the company's strategy and business plan as appropriate.

### **Investor relations**

SVI's Investor Relations is responsible for communication of any significant qualitative and quantitative information for investors, such as general information, financial information related to the characteristic of business, operating performance (already published), management

discussions and other crucial information which will be beneficial to its shareholders, investment institutions, analysts, related public parties, media and others. SVI recognizes this activity as an important tool to reinforce good corporate governance of the company.

The Company realizes the value of its Investor Relations, focusing the transparency, fairness, equality and consistency provided to minority investors, institutional investors, general investors, analysts, the media, local and overseas fund managers and other related parties. The company participates and organizes an Opportunity Day and Analyst Meeting as to provide information related to the Company's quarterly and yearly operating results for investors, analysts, media, local and offshore fund managers, and others.

### SVI Investor Relations Contact

SVI Public Co. Ltd.

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Phone: 02-105-0456 Fax: 02-105-0466

Email: [ir@svi.co.th](mailto:ir@svi.co.th) IR Website: <https://investor.svi-hq.com/>

### **Anti-Corruption Policy**

#### **1. Anti-Corruption Policy**

The Company regards corruption as an illegal conduct that harms the Company's credibility in operating the business, which is why policies against all types of corruption, either directly or indirectly are deemed as significant. The scope of the policies covers all areas of the business and relevant transactions in order to avoid any possible damages to the Company and society. An emphasis has been placed on corporate governance under the concepts of moral and ethical principles, transparency, especially processes that are directly involved with or at risk of internal dishonesty, including all types of corruption. Therefore, the Company has created the following anti-corruption practices and policies:

- 1.) The Company's directors, executives and employees are prohibited from making requests for or receiving benefits or properties, leading to certain inappropriate acts or ignorance of one's own duties, possibly causing the Company damage to its interests.
- 2.) The Company's directors, executives and employees are prohibited from making an offer of any benefits or properties to outsiders with the aim of persuading them to carry out any acts deemed illegal or inappropriate.
- 3.) In case of any dishonest acts, the Company regards them as severe misconduct and the person(s) involved will be subject to disciplinary punishment according to the Company's regulations and the rules of law.

## **2. Duties and Responsibilities**

- 1.) The Company's Board of Directors are responsible for identifying anti-corruption policies and effectively monitoring the systems and processes in support of such policies, ensuring that the Management is fully aware of the significance of anti-corruption initiatives and that they are embedded in the Company's culture.
- 2.) The Audit Committee is responsible for performing an investigation of financial and accounting reports, internal control and audit systems, as well as risk management systems, to ensure that they comply with the latest local and international standards.
- 3.) The Chief Executive Officer is responsible for identifying the systems and providing support to any activities in the anti-corruption policies, ensuring that messages have been thoroughly communicated to all relevant staff members and departments. The CEO is also responsible for reviewing the appropriateness of different systems and practices to make sure they facilitate business changes, rules and legal regulations.
- 4.) The Audit Manager is responsible for verifying and investigating operating practices to ensure they are ethically on track, and in accordance with the policies, practices, authority, rules of law and the department's regimen, to ensure that proper control systems are in place and adequate to cope with potential corruption risks and subsequently report to the audit committee.
- 5.) Directors, Executives and all levels of Employees are responsible for strictly abiding by the anti-corruption policies. Should one fail to comply, one would be subjected to disciplinary actions.

## **3. Anti-Corruption Practices**

- 1.) Directors, executives and all levels of employees are requested to strictly adhere to anticorruption policies and the Company's code of conduct, without getting involved in any sort of corruption, either directly or indirectly.
- 2.) Directors, executives, and all levels of employees should not be negligent when witnessing any acts deemed potential for corruption, and must immediately report to their supervisors or any responsible individuals. He or she must give full cooperation in the investigation process and should there be any doubts or queries, one is advised to consult with their supervisor or responsible persons, through available channels.
- 3.) The Company guarantees justice and protection for employees who report any corrupt acts related to the Company, whereby petitioner protection practices will be reinforced to safeguard those who give cooperation in reporting corruption as specified in the operating manual.
- 4.) Directors, executives, and employees involved in corruptions are considered guilty of violating the Company's code of conduct, which will result in them being subject to the Company's stated disciplinary actions.
- 5.) The Company is aware of the importance of disseminating anti-corruption knowledge and ensuring an understanding with suppliers and other stakeholders whose roles or responsibilities are involved with the Company's business and

might possibly cause adverse effects upon the Company, with regards to ways of practicing the anti-corruption policies.

- 6.) Directors, executives, and employees must not make any requests, or accept any sort of corruption for one's own benefits, and those of the families, friends and acquaintances.
- 7.) The company disseminates its anti-corruption policy, responsibilities, and practices to new employees during the orientation day, and new employees must sign to acknowledge this information. At least twice a year, the company communicates and reviews the anti-corruption policy, responsibilities, and practices for current employees through weekly company meetings (Smart Meeting), the company newsletter (SVI Newsletter), and bulletin boards.

### **Whistle-Blowing Measures and Whistle-Blower Protection Mechanisms**

The Company believes that Good Corporate Governance is vital for the achievement of sustainable long-term growth. Therefore, the Company provides a channel for employees, stakeholders and concerned personnel to send their comments or useful suggestions, or to report or submit information concerning wrongdoing, violation of the law, regulation, or any conflict of Good Corporate Governance principles via email to [audit\\_committee@svi.co.th](mailto:audit_committee@svi.co.th). Furthermore, to ensure that people making such a report receive proper protection, the Company has a policy to receive complaints directly through the Audit Committee. All details are kept confidential, and there is a mechanism in place when investigating the party accused to ensure that there is fair treatment before disciplinary or legal action is taken.

## **5. Responsibilities of the Board of Directors**

The Board of Directors is responsible for setting policies, corporate vision, strategies, goals, mission, business plans and budgets as well as ensuring the Company's Management operates in accordance with the policies, laws, objectives, regulations and shareholder resolutions. Directors discharge their responsibilities accountably, honestly and discretely according to the principles of best practice. In addition, the Board is responsible for monitoring and auditing the Management's administration in regards to transparency and compliance within the Code of Conduct, and overseeing communication and disclosure of appropriate information. The Board of Directors is led by a capable Chairman who is able to control and manage the Company's executives to ensure the effective performance of their duties, adding greater economic value to the business and providing the highest security for shareholders.

### **Structure of the Board of Directors**

The Board of Directors shall be no less than 5 directors. At least one-third (1/3) of all directors must be Independent Directors, and the number of Independent Directors shall not be less than three. The remaining directors shall be allocated on a proportional basis according to the investment made by each group of shareholders. All directors are highly qualified and possess



none of the characteristics prohibited under the Public Company Limited Act B.E. 2535. Directors must not be over 70 years of age, are entitled in no more than 5 public companies. The directors must be able to perform their duties and possess no conflict of interest. Independent director shall serve no more than 9 consecutive years. From the date of appointment as an independent director, in the event that a suitable and qualified independent director cannot be identified to replace an independent director who has served continuously for more than nine years, the Nomination and Remuneration Committee shall consider extending the tenure of the current independent director.

In addition, an appointment of director will follow the agenda as well as transparent and clear information. The name and profile of nomination of director is adequate for decision making in voting. All information is disclosed in the company's website.

The company appointed the Company's secretary to assist the Directors to provide appropriate recommendations to Directors concerning legal matter, rules and regulations SEC, SET and ensuring the Company has appropriate, efficient and transparent operations.

Additionally, the Board of Directors has established a Compliance Unit to oversee the operations of various departments, ensuring they adhere to regulations and align with good corporate governance practices. The Compliance Unit reports directly to the Corporate Secretary.

### **Roles, Duties and Responsibilities of the Board of Directors**

- 1) Undertake the Company management in compliance with the law, the Company objectives, Articles of Association and the resolutions of the Shareholders' Meeting with integrity and in good faith and protect the Company interest.
- 2) To approve and review key business matters of the Company, such as the vision and mission of the Company, strategy, financial targets, risks, work plans and budget at least once a year.
- 3) Consider various matters with integrity, reasonableness, adequate, appropriate, and unbiased grounds, whether directly or indirectly, for the best interest of the company and its shareholders as a whole.
- 4) Approve business operations or transactions that are transparent and fair for the company and its shareholders.
- 5) Manage, monitor, and supervise directors and executives to perform their duties with responsibility (Duty of Care) and integrity (Duty of Loyalty), ensuring they operate according to the company's policies, strategic plans, and budgets efficiently and effectively, in accordance with good governance principles, and within the scope of the law. This includes promoting the use of innovation and technology to add value to the company, as well as overseeing information technology governance.
- 6) Make sure the board meeting agendas include important legal requirements related to the company's business or issues that could affect the company's operations.

- 7) Implement internal controls and risk management mechanisms, including a system for receiving complaints and handling whistleblowing cases.
- 8) Ensure the continuity of long-term business operations, including employee development plans and management succession planning.
- 9) Establish a written corporate governance policy, approve and review it at least once a year, and evaluate the implementation of the policy.
- 10) Create a written business code of conduct to ensure that directors, executives, and all employees understand the ethical standards the company uses in its business operations. The board will monitor strict compliance with the code of conduct and review and update it to be suitable for changing environments. Clear guidelines for monitoring and evaluating compliance should be established, as part of the corporate governance policy, to provide a framework for directors, executives, and all employees to adhere to in conducting business with integrity and ethics.
- 11) Ensure the accurate, appropriate, complete, and equal disclosure of the company's transactions and business operations to all groups of investors.
- 12) Establish a policy to prevent directors, executives, or employees from using insider information for personal gain to avoid conflicts of interest. Report potential conflicts of interest to the board for consideration and ensure compliance with stock exchange regulations, with details disclosed in the annual report. The board also oversees the use of inside information, requiring directors and executives to report changes in securities holdings to the SEC and prohibiting those with inside information from disclosing it to outsiders.
- 13) Implement a system of controls for financial reporting and compliance with rules, regulations, and policies, and establish an independent internal audit unit responsible for auditing these controls. At least once a year, the internal audit unit should review significant systems and disclose them in the annual report, reporting directly to the audit committee.
- 14) Implement a policy to manage various risks affecting the company cautiously and effectively, covering both internal and external factors that may change with economic, social, and political conditions. The risk management policy should cover prevention and mitigation, with the risk management committee responsible for monitoring, implementing, and reporting to the board regularly. Review and assess the effectiveness of risk management systems at least once a year, and disclose them in the annual report. Develop strategies to respond to various risk levels, including avoiding, reducing, transferring, or accepting risks, to prioritize the most cost-effective and efficient options that impact shareholder value.
- 15) In the annual report, state whether internal control and risk management systems are sufficient.
- 16) Provide channels for employees, outsiders, and stakeholders to submit comments, suggestions, or information about misconduct, law violations, or corporate governance principles.



- 17) Consider the composition and structure of the board, ensuring it comprises directors with suitable qualifications, knowledge, diverse skills, and specific expertise relevant to the company's business. Directors should be able to dedicate time and effort to their duties, meet the requirements of the SEC, and comply with the Public Limited Companies Act B.E. 2535.
- 18) Limit the number of listed companies in which a director can hold positions to no more than five, unless the individual possesses exceptional knowledge, experience, and skills beneficial to the company and can dedicate time efficiently without conflicts of interest.
- 19) Determine the appropriate number and qualifications of independent directors in accordance with capital market regulations, with a continuous tenure not exceeding nine years unless the board deems it reasonable and necessary.
- 20) Make decisions on significant matters and appoint independent directors who have no material involvement or interest in the company's operations and are independent of major shareholders or management, to build confidence among shareholders, minority investors, and stakeholders.
- 21) Establish sub-committees to consider specific issues, review information, and provide recommendations for the board's decisions. Sub-committees should report any significant observations or inappropriate practices to the board immediately.
- 22) Assess the suitability of individuals appointed as directors in subsidiaries to ensure they manage in accordance with the company's policies, comply with legal requirements, and adhere to securities and exchange regulations.
- 23) Implement a comprehensive internal control system to detect irregularities and prevent fraud in the transactions and operations of overseas subsidiaries.
- 24) Hold regular board meetings at least six times a year to discuss the company's general affairs, strive for full board attendance, and accurately record meeting minutes, including individual director opinions and reasons for decisions.
- 25) Approve significant asset acquisition or disposal transactions and related-party transactions thoroughly and appropriately, ensuring mechanisms for reasonableness checks before transactions. Subcommittees should review transaction reasonableness, monitor progress, and report it to the board.
- 26) Report personal or related party interests to the company that may affect the management of the company or its subsidiaries, in accordance with the regulations and conditions set by the Capital Market Supervisory Board.
- 27) Approve the annual budget and expenditures; control expenses within the approved budget; and approve any additional expenditures exceeding 10 million baht. All additional investments in subsidiaries and real estate purchases require board approval.
- 28) Review approval authorities and processes to ensure they align with changing business conditions, maintain checks and balances, and ensure independent and appropriate transaction approvals.

The Board of Directors may appoint any person to operate the Company's business under its supervision or delegate such person to have the authority as it deems appropriate within an appropriate period of time. The Board of Directors can amend, change or cancel such appointment or delegation of authority. The delegation of authority must not be carried out in a nature that will enable the delegates, or the persons authorized by the delegates, to approve the transactions in which they or any persons who may have a conflict of interest may have an interest or conflict of interest (as defined by the Notification of the Office of the SEC) with the Company or its subsidiaries.

The Company has a clear separation of roles and responsibilities between the Board of Directors and the Chief Executive Officer, in which the Board's role is to monitor Management's performance in achieving targets and ensuring that there are systems in place to enhance the legal and ethical integrity of business operations. The directors have delegated different responsibilities between each director to ensure the balance of duty and transparency. All directors understand the responsibility of the Board of Directors and the nature of the business operation of the Company. They perform their duties with honesty and in good faith, using due care and diligence with regard to the highest benefits of the Company and the fair treatment of all stakeholders. They have expressed their opinion independently and are completely dedicated to their duties.

#### **Roles, Duties and Responsibilities of the Chairperson**

The Chairperson of the Board of Directors shall have duties in addition to other directors as follows:

- 1) To call for a meeting with the attendance of Managing Director, and to determine agenda items for the Board's meetings and shareholders' meetings;
- 2) To preside over the Board's meetings and shareholders' meetings, and to consider and sign the resolutions of the meetings;
- 3) If the number of votes is equal at both the board meeting and the shareholder meeting, the casting vote shall be cast.

#### **Roles, Duties and Responsibilities of the Chief Executive Officer (CEO)**

- 1) To take actions on behalf of the Board of Directors in managing the business of the Company and ensure that such actions are taken under rules, regulations, policies and resolutions set by the Board and the shareholders meeting.
- 2) To manage and control the company's day to day routine business.
- 3) To be responsible for operating the Company, managing the business in line with the objectives, business plan, policies, budget rules and regulations approved by the Board.
- 4) To manage and control the company's day to day routine business.
- 5) To set objectives, policies and strategies of the Company as well as direct and monitor overall operations for maximizing benefits of the Company and to report the company's performance to the Board of Directors.
- 6) To be responsible for the organizational changes of the Company under the supervision of the Board as well as to make decisions on the appointment, transfer and deposition of employees. To set the salary rate, remuneration, bonus and other fringe benefits for employees.

- 7) To authorize, instruct, announce, and record, as to ensure that the company can comply with the policies and internal discipline.
- 8) To approve all actions under the rules and resolutions from the Board of Directors Meeting.
- 9) To delegate authority to other persons to operate any specific functions on their behalf. This delegation has been made under the limitation stated in the Power of Attorney and/or to comply with the rules, regulations and instruction of the Board.
- 10) To perform any other actions as assigned by the Board occasionally.

The Chief Executive Officer may not hold the Director position in more than 5 listed companies.

The Chief Executive Officer may not delegate his authority to another person that does not have a mandate or authority and that may cause a conflict of interest with the company or any subsidiary (defined in SET's and SEC's regulations), unless it is clearly approved under the normal company's business.

### **Meetings of the Board of Directors**

The meetings of the Board of Directors are scheduled in advance and notified to each director so that they can arrange their schedules to attend. The Chairperson of the Board and the Chief Executive Officer should work together to consider and select matters to be included in the agenda to ensure that any major subject is incorporated into the agenda. Each director is provided with opportunity to freely propose matters that are beneficial to the Company to be included in the agenda, and the Chairperson and the Chief Executive Officer shall consider such proposals and determine to include major subject in the agenda for the next meeting. Directors will receive supporting documents for the meeting at least five days prior to the meeting to provide sufficient time for them to study and consider the case to ensure proper decision making.

Board meetings are held regularly at least 6 meetings a year, a quorum shall consist of not less than two-third (2/3) of the total number of members of the Board of Directors. All directors are encouraged to attend the meeting at least 75 percent of the total number of the meetings held in a year. The secretary of the Board of Directors will set tentative schedules and agenda items of the regular meetings for one year in advance. This is to provide sufficient time for the directors to attend all the meetings. For each meeting, Management prepares information and supporting documents for the Board's consideration. During any meeting, the Chairperson of the meeting also gives sufficient time for all directors to consider each item on the agenda thoroughly and provide comments thereon. The minutes of the meeting are taken in written form and a certified copy is kept for auditing by the concerned parties. The Company's Board of Directors also supports to invite senior Executives to attend the Board's meetings to provide additional information or details as they directly relate to the matters and can access and obtain additional and necessary information, advice and services from the Chairperson of the Executive Committee, the Company Secretary or other relevant Executive or seek opinions from independent advisors. It is the Company's policy to allow non-executive directors to hold a meeting to discuss management issues in focus without attendance of the Executives at least twice a year, and report to the Chief Executive Office for the result of such meeting.

The Audit Committee has a regular meeting at least once a quarter with the Internal Audit Manager to monitor and plan the internal audit items. The Audit Committee conducts a meeting at least once a quarter for consideration, selection and nomination of external auditors and their remuneration, including providing the opinions for the interim and annual financial statements duly reviewed or audited by the auditor, considering compliance with the accounting standards, and reviewing disclosure of information in the financial statements before submitting for the Board's consideration and disclosure of connected and related party transactions as well as suitability of internal supervision and audit plan.

### **Evaluation of the Board of Directors**

The Board has established self-assessment evaluation and cross performance evaluation for the overall performance of the Board of Directors, Sub-Committee and individual member and cross performance evaluation of the board of directors and committee members on an individual basis. It serves as a tool to reflect the operational efficiency of the Board and Sub-Committee in accordance with Good Corporate Governance principles and to facilitate a regular review of the performance of the Board and Sub-Committee. The process aims to set a standard of practice for the Board of Directors and Sub-Committee performance assessment, which is conducted on an annual basis and led by the Chairman of the Board.

1. Self- Assessment for the board of directors as a whole, A self-assessment is based on a preliminary format set by the SET, covering the following topics:
  - 1) Structure and qualifications of the Board;
  - 2) Roles, duties and responsibilities of the Board;
  - 3) Board meetings;
  - 4) Discharge of duties of the Board;
  - 5) Relationship with the Company's Management;
  - 6) Self-development of directors and executive development
2. Self- Assessment of committee as a whole, A self-assessment is based on a preliminary format set by the SET, covering the following topics:
  - 1) Structure and qualifications of the sub-committee;
  - 2) Sub-Committee meetings;
  - 3) Roles, Duties and Responsibilities of member of Sub-Committee
3. Self- Assessment of the board of directors and of committee members on an individual basis, A self-assessment is based on a preliminary format set by the SET, covering the following topics:
  - 1) Structure and qualifications of the Board and Sub Committee;
  - 2) Board and Sub-Committee meetings;
  - 3) Roles, Duties and Responsibilities of Directors and member of Sub-Committee

4. Cross performance evaluation of the board of directors and of committee members on an individual basis. A Cross-performance evaluation form is based on a preliminary format set by the SET, covering the following topics:
  - 1) and qualifications of the Board and Sub Committee;
  - 2) Board and Sub-Committee meetings;
  - 3) Roles, Duties and Responsibilities of Directors and member of Sub-Committee

### **Evaluation of the Performance of Chief Executive Officer**

Evaluation of the performance of the Chief Executive Officer through the use of the assessment form covers the following topics:

- Section 1. Progress of Planning
- Section 2. Performance Evaluation
  - 1) Leadership
  - 2) Strategic Planning
  - 3) Strategy Execution
  - 4) Financial Planning/Performance
  - 5) Relationship with the Board of Directors
  - 6) External Relations
  - 7) Human Resources Management/Relations
  - 8) Succession planning
  - 9) Product/Services Knowledge
  - 10) Personality
  - 11) Development of Chief Executive Officer

### **Subcommittees**

To ensure effective and efficient operation the Board of Directors has established sub-committees to assist in the study and screening of the operations as necessary. Currently, the Company has four specific subcommittees, i.e. the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Corporate Governance Committee. Scope of duties of each subcommittee is as follows:

#### **Audit Committee**

The Company's Audit Committee consists of at least 3 members who are independent and not executives of the Company. All members possess knowledge, understanding, and experience in law, accounting, and/or finance. At least one member of the Audit Committee must have financial expertise. The Chairperson and members of the Audit Committee serve a term of three years and may be reappointed. The Audit Committee is required to hold at least four meetings per year. (The details of the composition and qualifications of the Audit Committee are outlined in the "Charter of the Audit Committee of SVI Public Company Limited", items 2 and 3.)



## **Scope of Powers and Duties of the Audit Committee**

### **1) Oversight of Internal Control Systems**

- 1.1) Review the Company's internal control systems to ensure they are appropriate and effective, including reviewing operational compliance with plans and internal audit reports.
- 1.2) Approve the appointment, transfer, or termination of internal audit personnel and may recommend reviews or investigations into any critical issues, submitting findings to the Board of Directors.
- 1.3) Ensure the independence of the internal audit function, with direct reporting to the Audit Committee for effective performance.
- 1.4) Collaborate with internal auditors to develop internal control plans, considering risk types and levels.
- 1.5) Monitor the use of funds raised to ensure alignment with disclosed objectives.
- 1.6) Establish channels for receiving complaints or whistleblowing regarding inappropriate behavior.

### **2) Disclosure of Information and Financial Reporting**

- 2.1) Approve the Company's financial reports.
- 2.2) Review financial reporting for accuracy, sufficiency, completeness, and compliance with financial reporting standards:
  - Select, nominate, and propose the appointment of the Company's external auditors, evaluate their independence, and recommend audit fees. Meet with external auditors quarterly without management present.
  - Monitor the timely preparation of financial statements and provide sufficient observations to ensure transparency and accessibility for investors.
  - Communicate regularly with management, particularly those responsible for accounting and finance.
  - Ensure the consistency of financial data in reports with the Company's financial status and performance communicated to investors, including management discussions and analyses or annual reports.
  - Promptly address irregularities in financial statements reported by auditors by investigating causes and extent with relevant parties.

### **3) Compliance with Section 89/25 of the Securities and Exchange Act B.E. 2535**

If auditors discover suspected misconduct by executives under Section 89/25, they must report it to the Audit Committee, which must conduct a preliminary investigation and report findings to the SEC or SET and auditors within 30 days.

Considerations should include:

- Assessing the significance and risks affecting financial status and performance.
- Identifying involved individuals to ensure independence in the investigation.
- Implementing preventive measures to mitigate potential impacts.
- Strengthening internal control measures to prevent recurrence.

4) Monitoring Significant Transactions and Related-Party Transactions

- 4.1) Ensure that related-party transactions or potential conflict-of-interest transactions comply with laws and SET regulations, are reasonable, and maximize benefits to the Company and shareholders.
- 4.2) Evaluate significant transactions requiring Board or shareholder approval, considering parties' credentials, returns, risks, legal compliance, and financial impacts.
- 4.3) Monitor progress in such transactions, oversee investments, and ensure timely disclosure and reporting to shareholders to detect irregularities.
- 4.4) Make decisions on transactions with integrity and reasonableness for the Company's and shareholders' best interests.

5) Additional Responsibilities

- 5.1) Ensure compliance with securities and exchange laws, SET regulations, and other applicable business laws.
- 5.2) Review self-assessment evaluations on anti-corruption measures per the Thai Private Sector Collective Action Against Corruption (CAC) guidelines and assess operational risks under anti-corruption policies.
- 5.3) Report Audit Committee performance to the Board at least annually and disclose the report in the Company's annual report, signed by the Audit Committee Chairperson. The report should include:
  - 5.3.1 Opinions on the accuracy, completeness, and reliability of financial reports.
  - 5.3.2 Opinions on adequacy of internal controls.
  - 5.3.3 Opinions on compliance with securities laws and SET regulations.
  - 5.3.4 Opinions on suitability of external auditors
  - 5.3.5 Opinions on observations on potential conflict-of-interest transactions.
  - 5.3.6 Number of Audit Committee meetings and attendance.
  - 5.3.7 Overall comments or observations based on the Audit Committee Charter.
  - 5.3.8 Other matters shareholders and investors should know.
- 5.4) Ensure the Audit Committee Chairperson and members attend shareholder meetings.
- 5.5) Annually review and improve the Audit Committee Charter, presenting it to the Board for approval.
- 5.6) Perform other duties as assigned by the Board.

**Nomination and Compensation Committee**

The majority of independent directors (more than 50%) make up the company's Nomination and Compensation Committee. The company selects directors who are capable, knowledgeable, experienced, and have a good connection with many capable,



knowledgeable, and qualified candidates in various organizations. The Chairperson of the Company's Nomination and Compensation Committee shall have a tenure corresponding to the term of the directorship, and reappointment is permissible. The committee must hold meetings at least twice a year.

### **Scope of Powers and Duties of the Nomination and Compensation Committee**

#### **1. Nomination Responsibilities**

- Formulate policies, criteria, methods, sources, and processes for the nomination and selection of directors, the Chief Executive Officer, and the Managing Director. Propose qualified candidates for approval by the Board of Directors or shareholders, as appropriate.
- Ensure the Board of Directors maintains an appropriate size, composition, and diversity in structure, adapting to changing circumstances. The Board must comprise individuals with relevant expertise and experience.
- Disclose the nomination policy and process in the Company's annual report.

#### **2. Remuneration Responsibilities**

- Develop policies, criteria, and guidelines for remuneration and other benefits, including amounts, for directors, the Chief Executive Officer, and the Managing Director. Propose these for approval by the Board of Directors, ensuring they are reasonable and comprehensive. This includes salaries, bonuses, and other benefits where applicable.
- Ensure that remuneration for directors, the Chief Executive Officer, and the Managing Director is commensurate with their duties and responsibilities, with adjustments for additional responsibilities as needed.
- Establish performance evaluation guidelines for directors, the Chief Executive Officer, and the Managing Director to adjust annual remuneration, considering their duties, risks, and the long-term value to shareholders.
- Disclose remuneration policies, types of remuneration, and prepare a remuneration report for inclusion in the Company's annual report.
- Review the Company's employee remuneration structure to align with industry practices and corporate policies.
- Review the appointment and remuneration of directors in the Company's subsidiaries for approval by the subsidiaries' Boards.
- Approve the issuance and offering of securities to directors and employees for further consideration by the Board.

#### **3. Other Responsibilities as Assigned by the Board**

### **Risk Management Committee**

A company director chairs the company's risk management committee, which consists of the risk management committee and at least five selected risk management directors. The company selects members from its executives who are capable and knowledgeable in this subject and proposes them to the company's board of directors for approval. The Chairperson and members of the Risk Management Committee serve terms aligned with their tenure as directors and may be reappointed. The committee must hold meetings at least two meetings per year.

### **Scope of Powers and Duties of the Risk Management Committee**

In order to fulfill its responsibilities to the Board, the Committee will:

- 1) Oversee and approve the risk management, internal compliance and control policies and procedures of the Company.
- 2) Oversee the design and implementation of the risk management and internal control systems (including reporting and internal audit systems), in conjunction with existing business processes and systems.
- 3) Set reporting guidelines for management to report to the RMC on the effectiveness of the Company's management of its business risks and disclose to the Board the content of management reports.
- 4) Establish policies for the monitoring and evaluation of risk management systems to assess the effectiveness of those systems in minimizing risks that may impact adversely on the business objectives of the Company
- 5) Oversight of internal systems to evaluate compliance with corporate policies and to assess whether such policies
- 6) Approve policies to inform all employees, visiting suppliers, customers and contractors of their rights and responsibilities consistent with the risk management framework generally and specific business
- 7) Approve and update as necessary a summary of the Company's policies on risk oversight and management of business risks, to be made publicly available.
- 8) Contribute to the corporate governance statement in the Company's annual report, as appropriate given RMC policies, reports and results in the reporting period.
- 9) Perform any additional duties as assigned or deemed appropriate.

### **Corporate Governance and Sustainable Development Committee**

The Corporate Governance and Sustainability Development Committee consists of at least three members, including the Chairperson and committee members selected from the Board of Directors and/or qualified executives. Their tenure aligns with their term as directors, and reappointment is permissible. Details regarding the composition and qualifications are outlined in Sections 2 and 3 of the "Charter of the Corporate Governance and Sustainability Development Committee of SVI Public Company Limited.

## **Scope of Powers and Duties of the Corporate Governance and Sustainable Development Committee**

- 1) Evaluate and establish policies, objectives, strategies, and goals related to governance management and sustainable development that align with key sustainability issues.
- 2) Assess and determine approaches to address governance and sustainability risks arising from internal and external factors, and regularly report these impacts to the Board of Directors.
- 3) Present policies, objectives, strategies, and goals related to governance management and sustainable development to the Board of Directors for approval.
- 4) Present key issues regarding governance and sustainability to the Board of Directors.
- 5) Oversee and monitor the Corporate Governance Subcommittee and the Sustainable Development Subcommittee to ensure they perform their duties and responsibilities.
- 6) Review the charters and policies on corporate governance and sustainability, as well as the results of sustainability performance, at least once a year, and submit them to the Board of Directors for approval.
- 7) Encourage executives and employees to understand the importance of good corporate ethics.

## **Authority and Responsibility of the Corporate Secretary**

- 1) Preparation and proper stowage of the following documents
  - 1.1) Directors' registration
  - 1.2) Invitation Letter to the Meeting and Minutes of Directors' Meeting and the Company's Annual Report
  - 1.3) Invitation Letter to shareholders and Minutes of the Shareholders Meeting
- 2) Maintaining the reports of the company's connected transactions disclosure, reported by Directors or Executives
- 3) Perform other duties as assigned by the Board of Directors
- 4) Organize the Shareholders Meetings and Board of Directors Meetings in accordance with the laws, Company's Articles of Association and other relevant requirements
- 5) Draft management policies
- 6) Record the Minutes of Shareholders Meeting and the Minutes of the Board of Directors Meeting and follow up on the compliance of the resolutions
- 7) Ensure that disclosure of data and information is under the responsibility of the authorized parties in the Company under the regulations and requirements of such authorities
- 8) Ensure the Company's and the Board of Directors' compliance with the laws and requirements of SEC/ SET
- 9) Promote and standardize good corporate governance in the company
- 10) Communicate with the shareholders to ensure that shareholders obtain their entitlements and the information of the Company
- 11) Manage the activities of the Board of Directors

## Independent Directors

### Definition and Qualifications of Independent Directors

Definition of Independent Directors: An independent director means a person whose qualification and independence are in compliance with the requirements set forth by the Company's Board of Directors in the Company's Corporate Governance Policy and the regulations of the Capital Market Supervisory Board. To elaborate, an independent director shall not have any business or interest nor participate in any management related with the Company which may have an impact on his or her independent decision-making.

The Company selects independent directors by taking into account the qualifications under the Public Limited Company Act B.E. 2535 (A.D. 1992), the law on securities and exchange, the Notifications of the Securities and Exchange Commission, the Notifications of the Capital Market Supervisory Board and other related regulations and/or rules. Each independent director may not hold the position in more than five listed companies.

The Company has determined the structure of the board of directors must be independent directors, at least one third of the total membership. But shall not be less than three independent directors who qualify under the rules of the Securities and Exchange Commission. An independent director shall meet the following criteria:

- 1) Hold shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- 2) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended more than two years prior to the filing of registration statement to the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of other directors' child, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company;
- 4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, in the manner which may interfere with his/her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended more than two years prior to the filing of registration statement to the Office;  
The term 'business relationship' under the above mentioned shall include any normal business transaction, rental or lease of immovable property, transaction relating to

assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended more than two years prior to the filing of registration statement to the Office;
- 6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht two million per year from the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended more than two years prior to the filing of registration statement to the Office;
- 7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder of the Company;
- 8) Not undertaking any business in the same nature and significantly in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and significantly in competition to the business of the Company or its subsidiary company;
- 9) Not have any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

The Board of Directors may assign the independent director, who meets the qualifications outlined in items 1 to 9, to make decisions about the company's operations, parent company, subsidiaries, associate companies, fellow subsidiaries, major shareholders, or controlling persons. The Board of Directors may make these decisions collectively.

In the case where the person appointed as independent director has or used to have a business relationship or provide professional services exceeding the value specified under 4 or 6, the Company's Board of Directors may grant an exemption from such prohibition if it views that the appointment of such person does not affect performing of duty and expressing of independent opinions, and the Company discloses the following information in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:



- 1.) The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- 2.) The reason and necessity for maintaining or appointing such person as independent director;
- 3.) The opinion of the Company's Board of Directors for proposing the appointment of such person as independent director.

According to Article 5 and 6 of the word "business relationship" means a person appointed by the audit firm. Or provide professional services. Or is a signatory on the audit report. Or report to a professional service provider.

Remark: SVI Company Limited has imposed the qualification and criteria of the Independent Director as required by the SEC and The Stock Exchange of Thailand

### **Nomination of Directors and Executives**

The Company has criteria on selection and appointment of directors in accordance with the qualifications stipulated in the Company's Articles of Association, in which the Company's director, possesses no characteristics which are in conflict with any regulations of the Stock Exchange of Thailand. In addition, the Company also stresses the importance of having a diverse board of directors and that the expertise of each director should complement each other as well as address the company's requirement in difference areas of the business. The persons to be appointed as directors of the Company should have knowledge and capability to manage/operate the business, accounting or law and shall be honest and prepared to perform their duties. Nomination of directors of the Company shall be considered based on their skills and shall be approved by the resolutions of the Board and shareholders' meetings.

### **Appointment of the Board of Directors**

The Board of Directors shall consist of at least five persons and not less than one half of the total directors must reside in the Kingdom of Thailand. The Company's directors shall have full qualifications as required by the governing laws and each of them may hold a position in no more than five listed companies.

In accordance with the Company's Articles and Association, the directors shall be elected at the shareholders' meeting based on the following criteria and procedures:

1. Each shareholder shall have one vote per one share.
2. Each shareholder must exercise all of his or her votes under 1 to elect one person or multiple persons as director, but cannot allot their votes to any of these persons in any number.
3. Persons who receive highest votes, arranged in order from highest to lowest in a number equal to that of directors to be required or to be elected in an election shall be elected as directors. In the event of a tie at a lower place, which would result in the number of directors to be greater than that to be required or to be elected in an election, then the Chairperson of the meeting shall cast the deciding vote.

At each annual general meeting, one-third (1/3) of the directors must retire from office. If their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. The retiring directors may be reappointed for any number of terms.

The company mandates an orientation program for new directors to inform them of their roles and responsibilities. This program aims to familiarize new directors with the company's goals, vision, strategic plans, and business operations, as well as enhance their understanding of the company's various operations. It also covers relevant laws and regulations, the corporate governance manual, business ethics, and other necessary and useful information for directors to perform their duties effectively. The program includes the provision of a director's manual, documents, and information beneficial to new directors, such as the company's regulations, capital structure, shareholder structure, annual information statement/report (Form 56-1 One Report), performance results, relevant laws, best practices, various regulations, and other information related to the company's business operations. The company secretary will coordinate this orientation program.

#### **Nomination of the Audit Committee**

The Company's Audit Committee consists of three members. All members are independent, and are not a member of executive's team. They have knowledge, understanding and experience about the law, accounting and/or finance. At least one member of the Audit committee is required to possess financial capability.

The Audit Committee has a duty to assist the Board in fulfilling the Company's Good Corporate Governance, particularly in providing the vision of the business, commenting on financial reports and internal control systems, and monitoring the accuracy and sufficiency of the disclosure of financial reports in compliance with related standards and requirements. All these actions enhance the quality and reliability of the financial reports and add value to the organization. The Chairperson of the Audit Committee and its members shall remain in position for three-year term.

#### **Nomination of the Nomination and Compensation Committee**

The Company selects members of the Nomination and Compensation Committee from directors who are capable, knowledgeable, experienced, and have a good connection with many capable, knowledgeable and qualified candidates in various organizations.

#### **Nomination of the Risk Management Committee**

The Company selects Chairman of the Risk Management Committee from a member of the Company's Board of Directors whereby the Chairman of the Risk Management Committee selects members of the Risk Management Committee from the Company's

executives who are capable and knowledgeable in this subject and proposes to the Company's Board of Directors for approval.

### **Nomination of the Corporate Governance and Sustainable Development Committee**

The Company selects Chairman of the Corporate Governance and Sustainable Development Committee from members of the Company's Board of Directors whereby the Chairman of the Corporate Governance and Sustainable Development Committee selects members of the Corporate Governance and Sustainable Development Committee from the Company's executives who are capable and knowledgeable in this subject and proposes to the Company's Board of Directors for approval.

### **Nomination of the Executives**

As for the selection of the Company's executives, the Company's Board of Directors authorizes the Chief Executive Officer to select knowledgeable, capable, experienced and qualified persons to manage the Company's business.

### **Supervision of the Operation of Subsidiaries**

The Company's Board of Directors has established a mechanism for the Company's supervision that enables it to oversee the management and take responsibility for the operation of its subsidiaries in order to maintain the Company's investment benefit. Such mechanism includes the followings:

#### **1. Appointment or Nomination of Individuals as Directors or Executives in Subsidiaries**

- 1.1 The appointment of individuals as directors or executives in subsidiaries to oversee and manage the subsidiary's operations is a critical mechanism to ensure that subsidiaries comply with the policies, goals, vision, and business plans of both the Company and its subsidiaries effectively and efficiently. Therefore, the Company should appoint individuals as directors or executives in subsidiaries in proportion to the Company's shareholding in those subsidiaries, unless the Board of Directors determines that deviating from this practice would not materially impact the Company.
- 1.2 The Company's Board of Directors may delegate the authority to the Chief Executive Officer (CEO) to appoint or reassign individuals to represent the Company as directors or executives in subsidiaries. These individuals will then be considered by the subsidiaries for appointment as their directors or executives. The CEO must report the list of appointed subsidiary directors to the Company's Board of Directors at the next board meeting following the appointment. Individuals appointed or nominated as directors or executives in subsidiaries must meet the following qualifications:
  - (1) Possess all qualifications and be free from any prohibitions as prescribed by applicable laws or relevant regulations.

- (2) Have the knowledge, skills, and experience beneficial to the subsidiary's operations and suitable for the responsibilities of the position.
- (3) Be capable of providing the necessary advice to drive business and achieve the subsidiary's objectives.

Consideration must also be given to the specific characteristics or conditions of the subsidiary, such as:

- (1) Legal requirements in the country where the subsidiary operates or is established.
- (2) The subsidiary's status as being subject to complex regulations or high-risk environments, such as a publicly listed company on domestic or international stock exchanges.

1.3 Directors and executives appointed or nominated by the Company have the following duties and responsibilities:

- (1) Oversee the subsidiary's compliance with applicable laws, regulations, rules, and relevant standards, adherence to corporate governance principles, the Company's anti-corruption policy, and other Company policies, as well as ensure that the subsidiary has an appropriate internal control system, risk management system, and fraud prevention system.
- (2) Provide guidance in defining the direction of strategies, policies, and business plans of the subsidiary to align with the Company's direction and oversee the subsidiary's business operations as appropriate.
- (3) Report the subsidiary's performance and disclose its information to the Company's management accurately, completely, and in a timely manner as stipulated in this policy.

## **2. Matters Requiring Approval from the Company's Board of Directors or Shareholders' Meeting Prior to Execution**

2.1 The following cases require approval from the Company's Board of Directors:

- (1) An increase in the subsidiary's capital, allocation of shares, or capital reduction, including any action that would result in a decrease in the Company's direct or indirect voting rights in the subsidiary's shareholders' meeting at any level.
- (2) Amendments to the subsidiary's articles of association or memorandum of association.
- (3) Appointment of the subsidiary's auditor, specifically when the auditor does not belong to the same network as the Company's auditor.
- (4) Transactions where the subsidiary agrees to engage with related parties of the Company or its subsidiaries or transactions involving the acquisition or disposition of the subsidiary's assets, including but not limited to the following cases:
  - (4.1) Transfer or waiver of benefits, including the relinquishment of claims against parties responsible for damage to the subsidiary.

- (4.2) Sale or transfer of all or a significant portion of the subsidiary's business to another party.
  - (4.3) The acquisition or acceptance of the transfer of another company's business by the subsidiary.
  - (4.4) Execution, amendment, or termination of contracts involving the lease of all or a significant part of the subsidiary's business, delegation of management authority to another party, or merger of the subsidiary's business with that of another entity outside the Company's group.
  - (4.5) Leasing or leasing with an option to purchase all or a significant portion of the subsidiary's assets.
- (5) Providing financial assistance in any other form to another party in a significant amount and/or in a manner that is not part of the subsidiary's ordinary business, except for transactions between the Company and its subsidiary.
  - (6) Dissolution of the subsidiary.
  - (7) Any other transaction that is not part of the subsidiary's ordinary business and has a significant impact on the subsidiary.

2.2 The following cases may require approval from the Company's shareholders' meeting:

- (1) In cases where the subsidiary agrees to enter into transactions with related parties of the Company or engages in transactions involving the acquisition or disposal of its assets, the calculation of transaction size relative to the size of the Company must apply the criteria specified in the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, applied mutatis mutandis.
- (2) by the subsidiary, allocation of such shares, and/or any other actions in the nature of an acquisition or merger involving the subsidiary.
- (3) The reduction of the registered and/or paid-up capital of the subsidiary resulting in the Company losing control over that subsidiary.

**3. Disclosure of Subsidiary Information**

- 3.1 Disclose information regarding the financial position and performance, related party transactions of the subsidiary, as well as the acquisition of assets and/or significant transactions to the company, in a complete, accurate, and timely manner as prescribed by the company. In this regard, the board of directors of the company or the subsidiary shall consider related party transactions, the acquisition of assets, and/or significant transactions of the subsidiary, applying the announcement on related party transactions and/or the announcement on the acquisition or disposal of assets as appropriate.
- 3.2 Disclose and submit information on the direct and indirect interests of individuals related to the subsidiary and/or the company to the board of directors, informing them of the relationships and transactions with the company or the subsidiary that may lead to a conflict of interest. The board of directors of the subsidiary shall notify the company's board of directors within the time frame prescribed by the company.



Moreover, the directors and executives of the subsidiary must not participate in approving matters in which they have direct and/or indirect interests or conflicts of interest.

Additionally, the following actions, which result in directors, executives of the subsidiary, or individuals related to the directors or executives of the subsidiary receiving financial benefits other than what is normally due, or causing harm to the company or the subsidiary, shall be presumed to be actions that are in conflict or contrary to the interests of the subsidiary in a significant manner:

- (1) Transactions between the company and/or the subsidiary and the directors or executives of the subsidiary, or individuals related to the directors or executives of the subsidiary, that do not comply with the guidelines for related party transactions and/or the applicable announcements and amendments at that time.
- (2) The use of confidential information of the company or the subsidiary, unless
- (3) The use of assets or business opportunities of the company and/or the subsidiary in a manner that violates the guidelines or general practices as prescribed by the Securities and Exchange Commission (SEC).

3.3 Report on business plans, business expansion, large investment projects approved by the company, business downsizing, business cessation, suspension of operations of any unit, as well as participation in investments with other operators to the company through monthly performance reports, and provide clarification and/or submit supporting documents for consideration in such cases when requested by the company.

3.4 Provide clarification and/or submit relevant information or documents related to operations or any documents to the company when requested as appropriate.

3.5 In the financial control of the subsidiary, the company has a policy that the subsidiary shall operate according to the following policies:

- (1) The subsidiary is responsible for submitting monthly performance reports and financial statements that have been reviewed by the auditor on a quarterly basis (if applicable), along with the information used to prepare such financial statements of the subsidiary to the company, and shall consent to the company using such information for the preparation of consolidated financial statements or quarterly or annual performance reports of the company, as the case may be.
- (2) The subsidiary is responsible for preparing performance budgets and summarizing actual performance compared to the operational plan on a quarterly basis, including monitoring performance to ensure alignment with the plan and reporting to the company.

3.6 The subsidiary is responsible for reporting significant operational and financial issues to the company, along with submitting relevant information or documents.

3.7 The subsidiary or the company's management is responsible for submitting the list of the subsidiary's board of directors to the company's board of directors for acknowledgment once a year.

#### **4. Use of Internal Information of Subsidiaries**

Directors and executives of the Company and/or its subsidiaries, employees, staff, or assignees of the Company and/or its subsidiaries, including the spouses and minor children of such individuals, are prohibited from using internal information of the Company and/or its subsidiaries obtained through their duties or by any other means that could have or may have a material impact on the Company and/or its subsidiaries for personal or others' benefit, whether directly or indirectly, and regardless of whether compensation is received or not.

#### **5. Transactions Conducted by Directors, Executives, or Related Persons of Subsidiaries**

Directors, executives, or related persons of the Company and/or its subsidiaries may engage in transactions with the subsidiaries only if such transactions have been approved by the Company's Board of Directors or the shareholders' meeting (by applying the criteria for calculating the transaction size as prescribed by the Capital Market Supervisory Board's announcements, the announcements of the Stock Exchange of Thailand concerning connected transactions, and/or any amendments thereto in force at the time, mutatis mutandis). However, exceptions apply if such transactions are in accordance with principles already approved by the Company's Board of Directors.

### **Compliance with Stock Exchange of Thailand's code of conduct for Listed Company's directors.**

The Board of directors is responsible for establishing policies, vision, mission, goals, business strategy, business plan and budget of the company. The management and supervision administered according to the defined policy effectively under the framework of laws, regulations, objectives of the company, and resolutions of the shareholders' meeting with responsibility and honesty. The director of listed company has to comply with Stock Exchange of Thailand's code of conduct. Additionally, there must be control and monitoring of the managements to be transparent, maintain communication and disclose the company information as appropriate. The Board of Directors, under the leadership of Chairman of the Board of director has to control and manage the company's Executives to deliver the operating result effectively, adding high economic value to the business, and maximizing security to its shareholders.

The Chairman of the Board of Directors and Chief Executive officer are not the same person. The Chairman of the Board of Directors is independent of major shareholders and management. There is no benefit or interest, whether direct or indirect in the finance and administration of the Company. The Chairman of the Board of Directors is elected from independent directors.

The Board adheres to the Securities and Exchange Act, and respective rules, regulations of The Securities and Exchange Commission, complies with Stock Exchange of Thailand's code of conduct for the directors of listed companies, The Capital Market Supervisory Board and other relevant laws.

## **Remuneration of Directors and Executives**

The Company has a policy to compensate Directors, the Chief Executive Officer and Executives at appropriate levels when compared to other companies in the same business. This is to motivate and retain capable personnel. Remuneration is related to the Company's performance. The Nomination and Compensation Committee sets the remuneration policy and payment procedure and proposes the remuneration package to the Board of Directors for consideration which proposes to the shareholders meeting for approval.

## **Professional Development for Directors and Executives**

The Directors and Executives has supported and facilitated attendance on various training programs and seminars as necessary to ensure the continuing education of those associated with the Corporate Governance system, such as Directors, Audit Committee members, Executives and the Company Secretary. This enables the Directors to operate and govern the Company operations more effectively. In addition, in the case of a new Director, the Company organizes an orientation program and provides training, information and documents beneficial to performing the new duties. The program for a new Director includes sessions to introduce the nature of the business, the business structure, operating policy, the Company's rules and regulations, and Corporate Governance guidelines and practice, as well as a plant tour.

## **Succession Plan**

The Company has developed a succession plan for key positions within each group, i.e. Chairperson of the Executive Committee, Executive Director and Director of each department to ensure that the Company has the Management that is knowledgeable in the business operations and capable to carry out the tasks smoothly and efficiently. Furthermore, the Company identifies high potential employee and sets training needs in order to develop them to become young talented executives and foundation for business expansion in the future. This ensures that there will be no personnel shortage and maintains the confidence of the shareholders and stakeholders, including employees.

The Board of Directors has authorized the Nomination and Compensation Committee to consider and establish a succession plan for Chief Executive Officer and arranged the Company to review the succession plan for senior executives on an annual basis.

## Section 3: SVI's Code of Business Ethics and Code of Conduct

### Definition and Meaning

<b>Ethics</b>	is a pattern of action that is required or as a guide to conduct the primary in morality or the concept of correct behavior
<b>Business</b>	is an activity related to the production and distribution of goods or services to meet the needs of consumers. The objective is to seek maximum profits.
<b>Business Ethics</b>	is the standard of the business. Production and distribution services to get a reasonable return on investment to all parties fairly, whether as producers, consumers, owners, shareholders, directors, government and social work services, which have a business relationship
<b>Business Ethics</b>	refers to all the mechanisms involved in the business activities that provide legitimacy for optimal performance.
<b>Conflict of interest</b>	refers to situations or actions in which a director, executive, or employee of the company may have or gain benefits that could compromise their ability to make impartial decisions or fulfill their assigned duties and responsibilities.

### 3.1 Ethics for Business Operations

The Company Board applies sustainable business operation principles to be the Company's business approach to conceive honesty, be responsible, and protect the stakeholders' and society's interests. Opportunities are provided to stakeholders to take part in and make suggestions to the operations as the mechanism and process for effective control leading to true governance in the Company. The ethics shall be as follows:

1. To strictly comply with the applicable laws, rules, and regulation.
2. To comply with the Company's "Corporate Governance policy" and "Code of Conduct".
3. To be committed to operate business with transparency, honesty, and fairness.
4. To adhere to moral principles to conduct the daily affairs of the business.
5. To manage the benefits and effects from operations with social equality and fairness to the Company's stakeholders.
6. To operate business with responsibility and protection of the stakeholders and public's interests.
7. To organize a strong operation system to prevent corruptions with an internal audit system.
8. To require the Company's directors, executives and staff to participate in the anti – corruption effort, conflicts of interest reporting and working life quality promotions.
9. To provide a channel for complaints and hearing for stakeholders and have a complainers / informants protection process.

### **Responsibility to the Company's properties**

The Company promotes the executives and staff to use the Company's resources and properties effectively to enhance competitiveness and good services to clients, by determining the following practices:

- The Company's assets and resources shall be used saving and most beneficially.
- Employees shall collaboratively take care the Company's assets are not to be depreciated / lost illegally.

### **Documentation**

1. Documentations shall be executed with honesty, prudence and compliance with the specified standard.
2. The Company's letters, reports and documents shall not be falsified.
3. The Company maintains documents and records in a manner that ensures they are readily available for inspection to verify the accuracy and appropriateness of the transactions.

### **Computers & Information Technology System use**

1. Computers, IT systems and information shall be deemed as the Company's properties. Executives and staff should not use its for personal purposes.
2. Executives and staff shall not disclose the Company's business information including the information been purchased by company both existing and not existing in the Company's information system or copy the information to their personal devices without permission.
3. Executives and staff shall not modify, reproduce, erase or destroy the Company's information without permission.
4. Executives and staff shall not bring unlicensed software to the Company to use and shall not copy licensed software for any reason whatsoever without the software producer's consent.
5. Executives and staff shall not modify the Company's hardware or put on equipment other than the standard parts/equipment readily provided unless consented case by case.
6. Executives and staff shall not use the Company's email to forward message which are harassing, discrediting, rude, obscene, intimidating, agitating or annoying to others.
7. Executives and staff should use the internet to search for the information and knowledge useful to works and should avoid illegal or immoral websites.
8. Executives and staff should use the Company's IT system and other communication equipment such as telephones, fax machines, mobile phones etc. with conscious mind and responsibility substantially realizing the Company's interest.
9. Executives and staff shall not illegally access to the systems or information not permitted or authorized to them.
10. Executives and staff shall not spy the measure protecting data access and computer that other people prepare or that is not intended for executives and staff illegally and that is intended to use to cause damage to other people.
11. The Company can monitor the use of assets under the Company's information system as appropriate.



### **3.2 Ethics for Directors and Executives**

The Company expects the Board of Directors and Executives to perform their duties ethically, ensuring they act carefully, prudently, and honestly, with the aim of optimizing continuous and sustainable business operations for the benefit of the company and its stakeholders. The ethical conduct should include the following:

#### **Compliance with Laws and Company Regulations**

1. Compliance with applicable laws, rules, and regulations related to the Company's business should be as follows:
  - 1.1 Directors, Executives, and employees of the Company must comply with the laws, rules, and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.
  - 1.2 Directors, Executives, and employees of the Company must not evade compliance with any applicable orders, rules, or laws.
  - 1.3 Directors, Executives, and employees of the Company must cooperate with the Company's corporate governance unit.
2. Duty performance shall be conducted with impartially i.e. in meetings when to discuss an issue the director who has conflict of interest shall leave the meeting room and shall refrain from participation in the issue decision.
3. To avoid conflicts of interest and ensure transparency in efficient management, as follows:
  - 3.1 Prohibit disclosing business information for personal gain.
  - 3.2 Prohibit the illegal use or disclosure of the organization's confidential information, even after leaving the company.
  - 3.3 Directors and Executives must not derive personal interests from their positions within the Company.
  - 3.4 Do not create obligations that may conflict with future duties.
  - 3.5 Do not accept anything or benefits that create a conflict with the organization's interests.
4. Maintain confidentiality of corporate information to prevent any potential harm to the organization or stakeholders, except as required by law.
5. Acquisitions or dispositions of assets by directors, their spouses, and minor children should comply with the SET's Notification on Practices regarding the Acquisition or Disposition of Assets of Directors and Employees (B.E. 2547).

#### **Conflict of interest, Internal Information Usage, Securities Holding Disclosure and Related Transactions Reporting**

##### **1. Conflict of interest**

The Company has the policy that the executives and staff shall not use the opportunities from their status in the Company to acquire personal interests eventually imposes the practices as follows:

- 1) They shall avoid a transacting having involvement with themselves which may cause the conflict of interest to the Company.
- 2) The directors and executives of the Company if they become a director, partner or advisor in other organization, status shall not conflict with the Company's interest.
- 3) When considering transactions that have or may have conflicts of interest (Conflicts of Interest) involving shareholders, directors, executives, or other related parties, clear and reliable practices must be adhered to. These practices ensure that such transactions are fair, transparent, reasonable, and disclosed accurately and completely. A standardized conflict of interest disclosure report must also be established under the company's conflict of interest policy.
- 4) The directors, executives, and employees of the Company who may have a conflict of interest, whether directly or indirectly, with the company's operations must report the conflict in accordance with the company's conflict of interest policy.

## **2. The Use of Inside Information**

- 1) The directors and executives of the Company shall not use the opportunity or information obtained from their status to acquire personal interest for themselves, for other party or for operating a business competing with the Company and / or the Company's other business involved.
- 2) The Company's inside information shall not be used for personal interest in the Company's security exchange or furnished to other people for buying or selling company shares.
- 3) The Company's properties shall not be used for personal interests.
- 4) The Company's information shall not be used as the outsider's reference for personal interests.
- 5) The Company's business confidential information shall not be disclosed to outsiders particularly competitors even after the executives or staff have expired from position.

## **3. Securities Holding Disclosure**

The company requires directors, the first four executives following the Chief Executive Officer (or equivalent), and advisors to disclose their securities holdings, including those of related parties, to the Board of Directors as follows:

- 1) Initial Disclosure
  - Newly appointed directors and the first four executives (after the Chief Executive Officer or equivalent) not yet listed in the database of directors and executives must report their own and related parties' purchases, sales, transfers, or acceptances of securities or derivatives via the electronic system of the Securities and Exchange Commission (SEC) within **7 business days** from the date of the transaction.

- Advisors are required to submit securities holding reports using the company's prescribed form to the company secretary within **7 business days** from the date of appointment.
- 2) Disclosure of Changes
- Directors and the first four executives following the Chief Executive Officer (or equivalent) must report changes in their securities holdings, including those of related parties, via the SEC's electronic system within 3 business days from the date of the transaction. A copy of this report must be submitted to the company secretary by the next business day to update the Board of Directors on changes in the company's securities holdings.
  - Advisors must report changes in securities holdings using the company's prescribed form to the company secretary within 3 business days from the date of the transaction.

#### **4. Related Transactions Reporting**

The company mandates that directors and the first four executives following the Chief Executive Officer (or equivalent) report their related transactions, as well as those of their related parties, at least once a year. This includes transactions that involve benefits related to the management of the company and its subsidiaries under the Securities and Exchange Act. The company secretary will consolidate this information and present it to the Board of Directors, ensuring that related transactions are also disclosed in the company's annual report.

### **3.3 Ethics for Employees**

The Company expects its employees to perform their duties with ethics, conduct themselves carefully, prudently, and honestly, to optimize the continuous and sustainable business operations of the company and its stakeholders, as follows:

#### **Self-Conduct**

1. Comply with the laws, regulations, and rules of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), and other relevant governing bodies.
2. Abide by the company's rules, regulations, and applicable laws related to business operations.
3. Perform duties responsibly and to the best of your abilities.
4. Avoid influencing or directing colleagues' decisions regarding their political rights.

#### **Conduct Towards Customers, Stakeholders, and Society**

1. Produce quality products and deliver them on time, in accordance with customer requirements.
2. Adhere to safety regulations and maintain a safe and secure environment.
3. Protect customer confidentiality, even after leaving the company's employment.
4. Establish channels to receive feedback and suggestions from customers to improve the company's operations.

## **Conduct Towards the Company**

1. Comply with the company's rules and regulations.
2. Perform duties with honesty and integrity, refraining from using one's position for personal or improper gain.
3. Report any instances of fraud, misconduct, corruption, or events that could harm the organization immediately through the company's designated whistleblowing and feedback channels.
4. Cooperate with governance bodies established by the company.

## **Conflict of interest and Internal Information Usage**

### **1. Conflict of interest**

The Company has a policy that staff shall not use the opportunities afforded by their status within the Company to acquire personal interests. The following practices apply:

- 1) Staff shall avoid engaging in transactions involving themselves that may lead to a conflict of interest with the Company.
- 2) Executives or staff who become a director, partner, or advisor in another organization must ensure that their status does not conflict with the Company's interests or their direct role within the Company.
- 3) When considering transactions involving or potentially involving conflicts of interest between shareholders, executives, employees, or other related parties, clear and reliable practices must be followed. These practices ensure fairness, transparency, reasonableness, and accurate and complete disclosure. Additionally, a conflict-of-interest disclosure report form must be included in the company's conflict-of-interest policy.
- 4) Employees whose duties may create a conflict of interest with the Company's operations, whether directly or indirectly, are required to report such conflicts in accordance with the company's conflict-of-interest policy.

### **2. Internal Information Usage**

- 1) Executives and staff shall not use the opportunity or information obtained from their status to acquire personal interest for themselves, for other party or for operating a business competing with the Company and / or the Company's other business involved.
- 2) The Company's inside information shall not be used for personal interest in the Company's security exchange or furnished to other people for buying or selling company shares.
- 3) The Company's properties shall not be used for personal interests.
- 4) The Company's information shall not be used as the outsider's reference for personal interests.
- 5) The Company's business confidential information shall not be disclosed to outsiders particularly competitors even after the executives or staff have expired from position.

## 3.4 Ethics for Stakeholders

### Ethics for Shareholders

Recognizing the importance and rights of shareholders and the roles of shareholders, including minor shareholders, the Company is determined to achieve good operating performance, sustainable growth, and competitiveness. The company gives due consideration given to both current and future risk factors, in order to maximize shareholder's value over the long term. The Company discloses all information in a fair and transparent manner, and makes every effort to protect the company's assets and uphold its reputation.

Realizing the importance of shareholder's involvement, the shareholders are offered an opportunity to give opinions independently and ask questions into business matters during the shareholder's meeting, to propose a meeting agenda item, and also the opportunity to propose qualified candidates for election of director before the meeting date. Apart from the basic legitimate rights, the Company arranges a company visit for interested shareholders in order that the shareholders have an opportunity to obtain the operating information from the company executive team. The Company also provides a communication channel through the company's website to receive suggestions or enquiries from shareholders, which are then conveyed to the company Board of Directors.

### Ethics for Employees

The Company actively focuses on and pays attention to human resource management. Employees, as the most valuable asset of the Company are the key factor to help drive the Company to achieve our business goals and objectives. We do our best to make our employees proud of being a part of the Company where there is a supportive working environment with fair and friendly treatment.

- 1) The Company treats all employees with respect and dignity under the laws and the Company's working rules and regulations.
- 2) The Company assigns jobs to employees based on each individual employee's competencies no matters what gender, age, race and religion.
- 3) The Company focuses on two-way communication for any concern or discussion. This helps create mutual understanding between the Company and employees. It is also the opportunity for the Company to clarify and ensure better cooperation. Additionally, the Company always welcomes all constructive suggestions from employees via various communication channels such as a suggestion system and employee meetings for further improvement.
- 4) The Company establishes a clear compensation and employee benefits policy and practices. We provide the employee a remuneration package depending upon job values, duties, responsibilities, and performance level.
- 5) The Company focuses on people development activities. This includes the development of knowledge, skills and abilities to meet job requirements. We also set up a personal



development plan for career advancement through various continuous training and development programs.

- 6) The Company organizes various recreational activities for employees as a part of its training programs for better quality of working life.

### **Ethics for Client**

Customer satisfaction is a key focus of the company. This is achieved by delivering customers high quality products and excellent customer service at a competitive price. The contracts between the company and customers are written with understandable language. The agreement shall have enough conditions to cover good business practices and ensures there are no conditions that violate copyrights or business principles. The company has to strictly follow the agreement. In case there is any deviation from an agreement that the company could not follow, the company will notify the customer immediately in order to find a proper solution. The company is supportive of all activities which enhance relationships between the company and its customer to build up long term partnerships.

### **Ethics for Trade Partners and/or Suppliers**

The company recognizes the importance of equal rights for business partners and creditors and will strictly comply with the agreed-upon contract and agreement. We provide assistance in a manner that mutually benefits both parties for overall business success, including providing truthful information and disclosing potential risks. Additionally, the company emphasizes the code of conduct employees should adhere to in relation to business partners and creditors, as outlined in the written code of conduct manual.

The company prohibits executives, employees, and their relatives from giving or receiving gifts from customers, vendors, or potential vendors. Under all circumstances, the company strictly prohibits accepting cash or cash equivalents such as checks, bills of exchange, gift cards, vouchers, loans, stocks, or stock options. Only with prior approval from higher management can we give or receive other gifts.

### **Ethics for Business Competitors**

The company's strategy is to operate within a fair competition framework. We will not search for and acquire our rivals' business intelligence through bribery, nor will we defame our rivals through accusation or incorrect information. For instance, this includes making inappropriate payments to competitors' employees. We will not destroy the reputation of our competitors by making false accusations or providing untrue information.

### **Quality, Safety, Health and the Environment (QSHE)**

The Company is intensely committed to continual improvement in the area of Occupational Health & Safety and Environmental control. In order to support the company employee, and ensure effective safety to prevent injury & ill health, fulfill our corporate obligation and to contribute to a better life for the community, country and the world as a whole. We will therefore adhere to the following.

- 1) Comply with all relevant local & national regulations including Occupational Health & Safety and Environmental laws, and applicable another legal requirement.
- 2) Utilize the natural resources, most efficient materials, and provide appropriate resources to fulfill these objectives.
- 3) Set and achieve Occupational Health & Safety and Environmental objectives and targets.

We shall also create greater awareness for all employees on Occupational Health & Safety and Environmental responsibility and the protection of our current and future environment.

### **3.5 Ethics and Responsibilities to Employees**

#### **Themselves**

##### **Conflicts of Interest**

Employee must avoid any personal activity, investment or association which could appear to interfere with good judgment concerning the company's interests and not exploit any position or relationship with the company for personal gain. Employee must avoid even the appearance of such a conflict. For example, there is a likely conflict of interest if;

- 1) It causes the company to engage in business transactions with relatives or friends.
- 2) Use company, customer or supplier information for personal gain by you, relatives or friends.
- 3) Have a financial interest in the company's suppliers, customers or competitors.
- 4) Receive a loan, or guarantee of obligations, from a company (other than as specifically allowed) or a third party as a result of your position at the company.
- 5) Compete, or prepare to compete, with the company while still employed by the company. Perform work (with or without compensation) for a competitor, governmental or regulatory entity, customer or supplier of the company.
- 6) Do any work for a third party that may adversely affect your performance or judgment on the job or diminish your ability to devote the necessary time and attention to your duties.

##### **Business Opportunities**

Employees responsible for advancing the company's business interests or where the opportunity to do so arises must avoid conflicts of interest. You must not take for yourself or divert to others any business opportunity or idea discovered in the course of employment in which the company might have an interest.

##### **Gifts, Bribes and Kickbacks**

Other than for modest gifts given or received in the normal course of business (including travel or entertainment) which could not be considered as business inducements, neither you nor your relatives may give gifts to, or receive gifts from, the company's customers and suppliers. Gifts should not be accepted from a supplier or

potential supplier during, or in connection with, contract negotiations. Accepting cash or cash equivalents, including checks, money orders, vouchers, gift certificates, loans, stock or stock options, is not acceptable in any circumstances. Other gifts may be given or accepted only with prior approval of your senior management.

Any employee who pays or receives bribes or kickbacks will be immediately terminated and reported, as warranted, to the appropriate authorities. A kickback or bribe includes any item intended to improperly obtain favorable treatment.

## **Clients or related person and Society**

### **Confidentiality and Proper Use of Company, Customer or Supplier Information**

Employee may not use or reveal to other companies, customers or a supplier any trade secrets, confidential or proprietary information, except as authorized by your senior management or as legally required. This includes business methods, pricing and marketing data, strategy, computer code, forms, experimental research, and information about company's current, former and prospective customers and employees.

### **Sales: Defamation and Misrepresentation**

Aggressive selling must not include misstatements, innuendo or rumors about our competition, their products or financial condition. Do not make unsupportable promises concerning company products.

### **Fair Dealing**

No employee will take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealings or practice.

### **Securities Trading**

It is illegal to buy or sell securities using material information not available to the public. Persons who give such undisclosed "inside" information to others may be as liable as persons who trade securities while possessing such information. Securities laws may be violated if you, or any relatives or friends, trade in securities of the company, or any of its customers or suppliers, while possessing "inside" information related to that company. If you are uncertain, please raise the matter with your manager.

### **Covering Up Mistakes; Falsifying Records**

Mistakes should never be covered up, but should be immediately and fully disclosed and corrected. Falsification of any company, customer or third-party record is prohibited.

### **Workplace Safety**

The company is committed to providing a safe and healthy work environment, as well as being an environmentally responsible corporate citizen. It is our policy to comply with all applicable environmental, safety, and health laws and regulations. It is the responsibility of each employee

to comply with all company policies concerning violence, harassment, substance abuse, and similar matters in the workplace, including the use of psychoactive substances.

### **Organization: Financial Integrity**

Investors, creditors and others have legitimate interests in the company's financial and accounting information. The integrity of company's financial reporting and accounting records is based on the validity, accuracy and completeness of the basic information supporting the entries to company books and records. All financial books, records and accounts must accurately reflect transactions and events and conform to generally accepted accounting principles and to the company's system of internal controls. It is the responsibility of each employee to uphold these standards.

Employees are expected to cooperate fully with the company's internal audit function and its external auditors. Information must not be falsified or concealed under any circumstances.

Examples of unethical financial or accounting practices include:

- 1.) Making false entries that intentionally hide or disguise the true nature of any transaction.
- 2.) Improperly accelerating or deferring the recording of expenses or revenues to achieve financial results or goals.
- 3.) Maintaining any undisclosed or unrecorded funds or "off the book" assets.
- 4.) Establishing or maintaining improper, misleading, incomplete or fraudulent account documentation or financial reporting.
- 5.) Making any payment for purposes other than those described in documents supporting the payment.
- 6.) Signing any documents believed to be inaccurate or untruthful.

### **Protection and Proper Use of Company Property**

Every employee must safeguard the company's property from loss or theft, and may not take such property for personal use. The company's property includes confidential information, trade secrets, software, computers, office equipment, and supplies.

Company and third-party software may not be copied, distributed or disclosed without specific authorization. All third-party software must be properly licensed. The license agreements for such third-party software may place various restrictions on the disclosure, use and copying of software and such restrictions must be honored.

### **Record Retention**

Company business records must be maintained for the periods specified and in accordance with the specific policies of your business units. Records may be destroyed only at the expiration of the pertinent period.

### **Political Contributions**

No company assets may be used for political contributions except in compliance with all applicable laws. Employee may, however, engage in political activity with their own resources and on their own time.

### **3.6 Supervision in Acting and Reviewing**

The Company has defined all the directors, executives and staff to shall have the duty and responsibility to acknowledge, make understanding and comply with the policies stipulated in this code of conduct handbook strictly, non-compliance is voluntary, do not refuse on acknowledgement based on established guidelines.

Executives at all levels in the organization must be responsible and it is important to operate under the supervision of their employees to understand and follow the code of conduct handbook seriously.

The company does not wish to make any action that is illegal, contrary to the principles of good directors and employees who breach ethical requirements, disciplinary action will be strictly and if it is done, to believe that the laws, rules and regulations of government, the company will submit the matter to government officials to proceed immediately.

### **3.7 Discipline**

Offences or noncompliance shall be deemed disciplinary offences. All directors, executives and staff shall comply with the code of conduct. The following acts shall be deemed disciplinary offences.

1. Not performing or complying with the code of conduct handbook.
2. Suggestions, support or encouragements to other persons to not comply with the code of conduct.
3. Ignoring any conduct that violates or does not correspond to ethics, in cases where the person knows about such conduct.
4. Being uncooperative or obstructive to the investigations.
5. An unfair act to complainant.



## Section 4: Driving Business for Sustainability

The company conducts business with a commitment to delivering quality products based on honesty and responsibility towards the environment and society. Therefore, we have diligently studied the guidelines for conducting business in accordance with these principles. We have studied corporate governance and sustainable development in every dimension of the operating process, including environmental, social, and governance (ESG) aspects. We have also referred to management guidelines and disclosed information on sustainability in accordance with relevant international standards to assess the level of potential sustainability impacts. The aim is to identify strategies and directives for modifying the business to sustain its competitiveness over an extended period of time. The ability to manage both natural resources and human resources for maximum benefit is also a key skill, as it can integrate innovation to elevate the operating process, meet the expectations of all stakeholder groups, and remain consistent with the company's operating direction.

### 1. Sustainable management policies, strategies, and goals

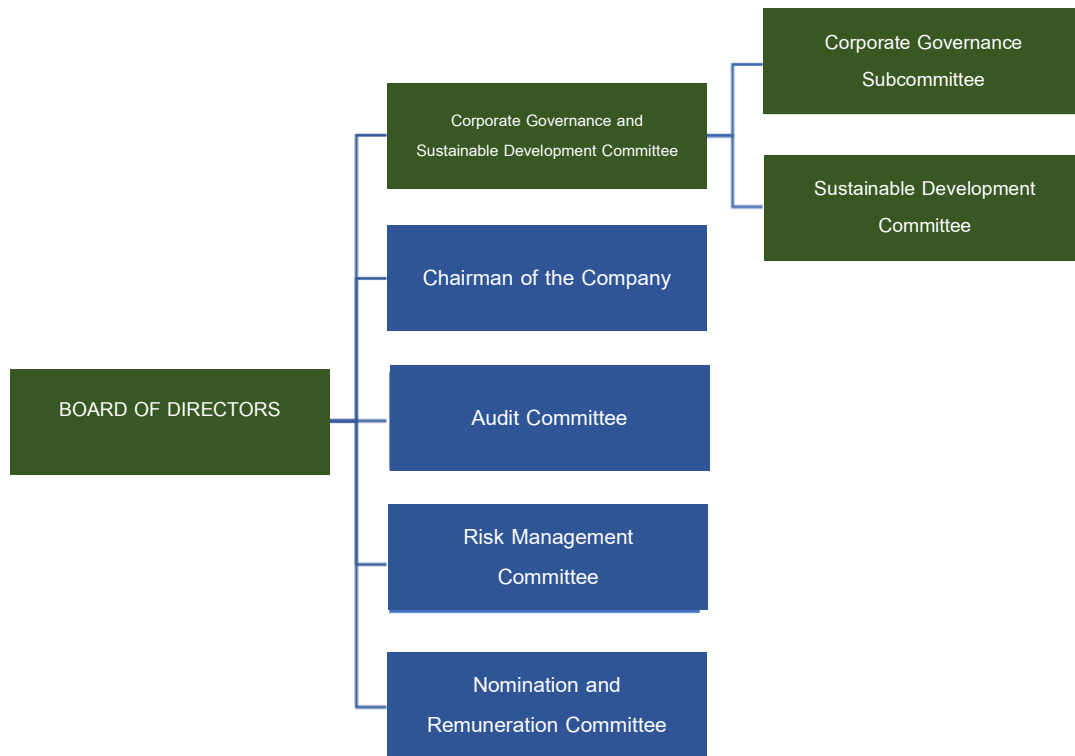
The company has studied sustainable organizational development management methods based on background and key issues to integrate business processes and conduct business continuously and systematically. The study encompasses the drafting of corporate governance and sustainable business management policies and principles, which include strategic and operational objectives.

#### **The principles of business management align with the principles of corporate governance and sustainable development.**

The company has established operating principles that are consistent with every aspect of sustainable organizational development, taking into account the context and evaluating key sustainability issues impacted by the company's business processes. The details are as follows:

- Ensuring transparent and accountable operations by complying with relevant laws and regulations in the countries in which it operates.
- Assessing risks and impacts on sustainability in all dimensions.
- Managing sustainability throughout the value chain and production.
- Promoting investment in innovation development.
- Managing the use of natural resources for maximum benefit.
- Managing human resources for maximum efficiency.
- Creating value together with society and surrounding communities
- Communicating sustainable business management guidelines and results.




The company has established responsibilities for business management and sustainable development for leaders at all levels. The responsibilities encompass stakeholder participation, the assessment and identification of key issues, management, and the disclosure of sustainability management results. The structure for managing a sustainable organization:



**Strategies and guidelines for sustainable operations**

The board of directors considers setting strategies, management guidelines, and goals for sustainable organizational development. The objective is to manage important sustainability issues and provide a clear working principle for the company and its affiliated companies.



<p><b>Sustainable Environmental Management</b></p>  <p>We aim to attain the objective of a circular economy through the optimization of energy and resource management, the sustainable management of environmental effects across the whole value chain, and the mitigation of potentially hazardous waste.</p>	<p><b>Value-added on Human Capitals</b></p>  <p>Strengthen safe working conditions, promote and support community participation, and respect the human rights of company stakeholders. Adding value to society and human resources through comprehensive human rights audits is an important component of business operations.</p>	<p><b>Innovation Improvement for Sustainable growth</b></p>  <p>Integrate sustainability innovations into business processes and risk management based on the principles of sustainable development in environmental, social, and corporate governance dimensions. It encompasses the management of the supply chain and the attainment of optimal customer satisfaction.</p>
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**Sustainable Development Goals (SDGs)**

The Company develops policy, strategy, and operational guideline in accordance with the United Nations Sustainable Development Goals (SDGs), to be a part of environmental and social development in all dimensions of sustainability, and is able to respond to all 17 SDGs as follows:



## 2. Management's impact on stakeholders in the business value chain

The company has developed a stakeholder impact management guide throughout the entire business value chain, covering sustainability impact analysis for all business activities. Analyze relevant stakeholder groups, including risks, opportunities, or expectations, to support the organization's sustainability and relevant departments. This information is crucial for assessing and pinpointing the company's primary sustainability concerns.

### 2.1 SVI Value Chain

The company takes into account the changing business environment, environmental factors, and the expectations of all stakeholders in the whole value chain, from upstream to downstream, and is based on the company's core activities and support activities.

- **Core Activities**

Main Activities	Features
Production factor management or inbound logistics	<ul style="list-style-type: none"> <li>- Based on customer orders, we continue to import raw materials from Denmark, Australia, and China.</li> <li>- Increase domestic raw material supply, mainly produced by Tohoku Solutions Co., Ltd.</li> <li>- The procurement standards for raw materials still consider supplier quality, price, performance, and operation, but have added environmental impact. The selection process is conducted via online auctions.</li> </ul>
Operations	<ul style="list-style-type: none"> <li>- At the end of 2022, the company's products were invented and developed.</li> <li>- We use robots to support the production process and increase production efficiency.</li> </ul>
Distribution of goods and services, or outbound logistics	<ul style="list-style-type: none"> <li>- The company continues to distribute according to the requirements agreed upon with customers, including three methods: land, sea, and air.</li> </ul>
Marketing and Sales	<ul style="list-style-type: none"> <li>- Implement more online channel marketing strategies.</li> <li>- Following the COVID-19 outbreak, traditional channels (such as exhibitions held in different countries) relaunched marketing activities and began to unfold.</li> </ul>
After-sale service	<ul style="list-style-type: none"> <li>- Product quality assurance</li> <li>- Establish a customer complaint process that focuses on the quality and safety of products and services, including customer satisfaction surveys.</li> </ul>

- **Support activities**

Support Activities	Features
Infrastructure	<ul style="list-style-type: none"> <li>- Accounting and financial systems, along with organizational management, are essential components.</li> <li>- Use software to maintain IT system security and assist in working from multiple locations.</li> </ul>
Procurement	<ul style="list-style-type: none"> <li>- Purchase raw materials according to customer needs, but increase the selection of domestic raw materials.</li> </ul>
Product and service technology development	<ul style="list-style-type: none"> <li>- Meet with the production line supervisor to understand operational results, issues, and daily needs.</li> <li>- Review the workflow to find ways to improve work efficiency.</li> <li>- Robots provide assistance in a repetitive manner.</li> </ul>
Human resource management	<ul style="list-style-type: none"> <li>- There is a project to help employees develop their potential.</li> <li>- The Young Talent Project aims to identify individuals with potential for employment within the company.</li> <li>- Employees receive awards to boost their morale and encourage them.</li> </ul>

## 2.2 Assess the company's sustainability issues

The company identifies and evaluates three aspects of sustainability by considering international trends and the sustainability concerns of stakeholders at the national and international levels, especially in Electrical Manufacturing Services (EMS), and establishing connections with stakeholders to assess the importance of sustainability issues. Identify and prioritize important issues, and develop management methods that align with stakeholder expectations and business direction. The evaluation process regarding issues affecting the company's business is as follows:

- **Identify key issues:** Analyze sustainability issues related to business groups, encompassing both economic and social dimensions. This analysis should consider disclosing information on sustainability issues within the same business group at both national and international levels, as well as prioritizing institutions that are currently analyzing these issues. Investigate the upcoming trends in sustainable development issues that align with the company's sustainable development history and current operations.
- **The ranking of important issues includes those that significantly impact the company:** We administered questionnaires to SVI executives, taking into consideration.
  - There are relevant laws, regulations, or standards that the company must strictly follow.



- How is the preparation of business organizations' strategies, values, policies, or operational goals related to important issues?
- How is the promotion of driving sustainable development for the company?
- How are the company's business operations?
- How does it affect material issues covering economic, social, and environmental dimensions?

We assess material issues based on their level of interest, perspective, impact, and importance to stakeholders. We carry out the assessment using a questionnaire with each of the 6 stakeholder groups.

- **Assessment of importance levels**
  - Prepare a summary diagram of material sustainability issues (Material Matrix)
  - Three levels of importance: high, medium, low.
- **Consideration and approval from the Board of Directors**
  - Present to the company's Board of Directors for acknowledgement and to verify accuracy.
  - Request approval on important sustainability issues in order to determine management guidelines and continue to disclose information in the company's annual information statement and annual report (Form 56-1 One Report) and on the company's website.

### **3. Sustainability management in the environmental dimension:**

The company considers the environmental impacts of business operations and develops environmental management guidelines by setting an occupational health policy on safety and environment that covers environmental management as a principle in operations. The goal is to use natural resources for maximum benefit and provide alternative materials to reduce risks and impacts on the environment.

In this context, the company's evaluation of significant environmental problems revealed a total of 5 issues:

#### **3.1 Energy management**

To promote the manufacturing industry, we need to rely on energy to carry out the production process and business activities, such as the energy consumption of office buildings, finance and accounting departments, business development department, human resources departments, and information management departments. Human life is an important source of energy, so we must use these resources as efficiently as possible. Energy management is the company's priority, so that enterprises can use energy more effectively while reducing their impact on the environment.

### **Energy Management Policies and Practices**

The company has established the SVI Energy Conservation Policy to promote and support energy conservation as a highly efficient and beneficial measure, in line with the country's energy conservation policy. The guidelines are detailed below:

- Create an appropriate energy management system by incorporating energy conservation into the company's operations in accordance with the law and other relevant regulations.
- Appoint a working group to monitor and evaluate energy management, including reviewing, analyzing, and correcting shortcomings in energy management at an appropriate time, at least once a year, to ensure compliance with relevant laws and regulations.
- Share with all executives and employees the knowledge and understanding they have about raised awareness and encouraging participation in energy conservation.
- Promoting awareness of energy conservation among employees and cultivating the use of resources with appreciation are crucial steps towards managing energy conservation efficiently and maximizing its benefits.

### **3.2 Water resource management**

In order to maximize the utilization of limited water resource management, the company has developed internal water resource management guidelines to promote the effective utilization of resources. In addition, the company has developed a method based on sustainable business practices that treats recycled water consumption and its quality as suitable for reuse, thereby improving the efficiency of water resource utilization.

#### **Water resource management policies and practices**

By managing the use of natural resources to achieve maximum benefits and raising energy awareness, the company conducts its business in accordance with occupational health, safety, and environmental policies covering water resource management.

### **3.3 Waste management**

Electronic component production generates a significant amount of both hazardous and non-hazardous waste. Proper waste management is an important factor in environmental protection. Therefore, companies require appropriate waste collection, transportation, and treatment or disposal. Companies must effectively control pollution in the atmosphere, soil, or water, and prioritize waste management within the necessary national and international regulatory framework.

#### **Waste management policies and practices**

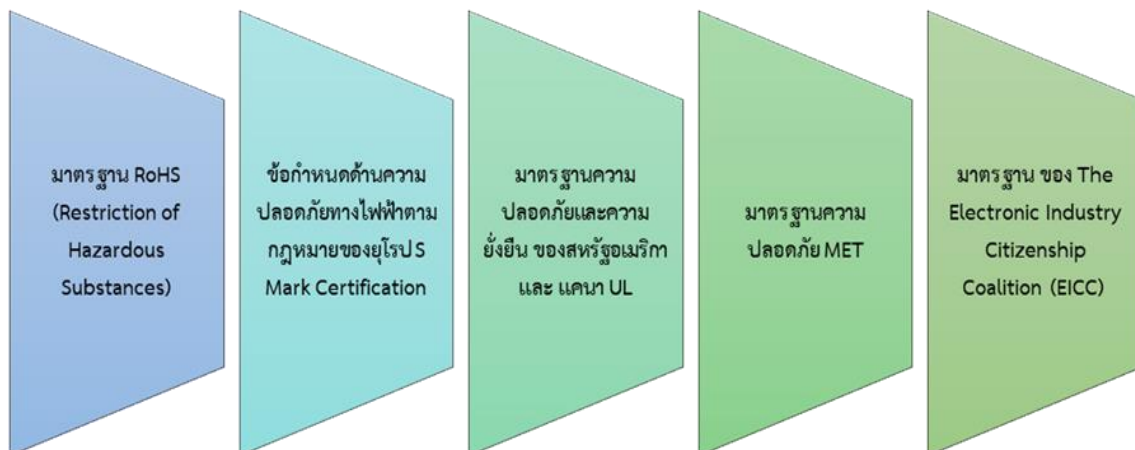
The company operates in compliance with its occupational health, safety, and environment policy, which includes a waste management policy. The company procures alternative materials to reduce risks and environmental impacts, and provides the necessary resources for waste disposal in accordance with the set goals. In addition, the company also manages waste according to the disposal methods specified by the Factory Act B.E. 2535 for those who have received permission from the Department of Industrial Works.

### 3.4 Product Stewardship

The company has established guidelines for product responsibility, or product stewardship, in order to raise the level of care for the production process and reduce the impact that may occur on the environment, society, and surrounding communities by conducting impact studies at every production step. The process begins with the choice and acquisition of raw materials. The company manages the production, packaging, and transportation processes, delivers products to customers, and disposes of expired or used products. Additionally, the company adheres to legal requirements regarding the production process and product handling procedures during after-sales activities. Integrating sustainable management into every step of the product responsibility process is the first step towards promoting social development and transitioning to a circular economy.

#### Policy and guidelines for product responsibility

The company recognizes the importance of being responsible for the production process's impacts. Therefore, the company has established a Green Product and Process Control Procedure policy, which outlines the steps for controlling green products and processes. Additionally, it has a process in place for monitoring and adhering to legal requirements at both national and international levels, which pertains to responsibility for the raw material procurement process and after-sale activities. Examples of standard details include the following:



The company also develops and operates in accordance with the raw material inspection procedure control policy to prevent non-compliance. This policy aims to guide the quality inspection of raw materials to meet the requirements of the raw material standards used in production. Regulation (EU) No. 2011/65/EU on the use of harmful substances in electrical and electronic equipment covers finding harmful substances, limiting hazardous substances (RoHS), and following Regulation (EC) No. 1907/2006 on the registration, evaluation, authorization, and restriction of chemicals (REACH).

### 3.5 Strategies for greenhouse gas emissions and climate change

Today's rapid climate change is causing widespread impacts on the business sector. The company is aware of the impact of energy-intensive business activities, including economic, social, and environmental development. Greenhouse gas emissions are one of the causes of global warming. For this reason, the company is committed to contributing to the reduction of greenhouse gas emissions, a crucial step in slowing down climate change. By evaluating, planning, and developing business practices that align with the current climate change issue, a global goal of great concern, the company has become a member of the United Nations Global Compact. The United Nations Global Compact (UNGC) supports businesses and companies worldwide to operate in accordance with the 10 Principles framework in the areas of human rights, labor, environment, and anti-corruption. In 2005, it became a member of the United Nations Global Compact.

#### The policy and practice on greenhouse gas emissions, along with the climate change strategy

The company has established guidelines for continuous adaptation to climate change, aiming to meet the global challenge of climate change. In alignment with its sustainability strategy plan, the company has conducted an assessment of potential risks associated with climate change. This assessment identifies two primary risk issues:



After evaluating both types of risks, the company has developed countermeasures to mitigate potential impacts. These include promoting the use of energy from renewable sources in greater proportions and studying the possibility of impacts and potential natural disaster events. The business continuity plan must incorporate both types of risk and risk management.

The company adheres to guidelines for reducing greenhouse gas emissions, as well as energy management guidelines. By adjusting the proportion, we can increase the use of energy from renewable sources, such as solar energy, and collect data on the amount of greenhouse gas emissions from the company's business activities to identify the source of greenhouse gas emissions.

#### **4. Sustainable management in the social dimension**

The company considers the impact of business operations on society when announcing occupational health, safety, and environmental policies. The company implements human rights and labor standards policies to enhance workplace safety, employee well-being, and human rights awareness across the value chain. These policies aim to foster a culture of learning and guide organizations towards a sustainable future. The company's assessment of sustainability at the societal level has led to the identification of six key issues.

##### **4.1 Comprehensive human rights investigation**

The company attaches great importance to human rights issues and is determined to respect the human rights of all stakeholders in business operations and supply chains. A comprehensive human rights investigation is part of insurance.

The company has established international standards and guidelines to respect human rights in order to maintain a good image of the organization and relationships with all stakeholders. In addition, the company also provides human rights training for employees at all levels to enhance their awareness of human rights issues.

##### **Comprehensive human rights investigation policies and guidelines**

The company has developed ethical business policies based on good corporate governance and human rights protection codes of conduct, adhering to social responsibility and all stakeholder groups. The company complies with the law and is committed to respecting human rights in accordance with international standards, particularly in supporting and complying with the Universal Declaration of Human Rights. We adhere to the Universal Declaration of Human Rights (UDHR) and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. We adhere to the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. The company does not violate human rights. Therefore, the board of directors has developed human rights policies and practices to prevent human rights violations in all of the company's business activities. The board of directors, executives, and employees at all levels of the company recognize the importance and respect of human rights, including those of society and the community.

- Avoid any behavior that is considered to be a violation of human rights.
- Promoting human rights
- Support communication, dissemination, education, and understanding among all stakeholders in all sectors.

The company has also set up complaint channels, overseen by a committee of human resources managers. The company has established channels for internal audits, legal matters, labor relations, and complaints submitted to management for investigation. Employees and third parties can report human rights violations in the company through the following channels:

1. Head of Human Resources, or legal department
2. Comment box
3. via [whistleblower@svi.co.th](mailto:whistleblower@svi.co.th)



And the company has personal information protection and confidentiality for the complainant, as follows:

- The company will protect the person who files a complaint and maintain confidentiality; no business decisions will have an impact on that person.
- The company will guarantee the protection of employees' information and privacy, or business partners of the company, including third parties.

### **Complaint Resolution Process, Investigation, and Sanctions**

The head HR is responsible for communicating with complainants through formal and written means. The process of handling complaints consists of the following steps:

1. Each week, the HR-SPOC department will send complaint monitoring data in Excel format to the Human Resources Head.
2. The Human Resources Head will begin an investigation immediately after receiving the complaint.
3. We will collect information from complainants, witnesses, and other stakeholders, officially record it, and provide additional sources as needed.
4. Following the investigation, we will record the agreement and implement any necessary action plans. We will communicate the resolution to the complainant.
5. On a monthly basis, the Complaints Committee will receive all complaints.
6. The Head of Human Resources will report to the Complaints Committee for further advice and resolution if the investigation yields a response to serious complaints about discrimination.

## **4.2 Workplace practices and the value of diversity**

The company's current business operation employs people from different countries and cultures. The company believes that enterprise unity stems from respect for individual diversity. Therefore, the company acknowledges the potential risks in managing business operations, including disregarding human rights diversity, human rights violations, workplace inequality, and discrimination. These risks could result in a higher turnover rate, negatively impact business operations, and harm the company's image. Therefore, from the beginning of employment, the company attaches importance to human rights-based labor practices to achieve gender equality, as well as to employees and the company.

### **Labor policies and practices and respect for diversity**

The company conducts business ethically and has a code of conduct by operating in a manner that respects social and labor standards under the Labor Standards Policy, which covers employees, suppliers, contractors, and business partners who must comply with this policy. This is particularly true when it comes to issues such as forced labor, child labor, human trafficking, or individuals in a state of servitude. Whether they are minors or adults, the company is also committed to creating a working environment that respects diversity. The policy aims to create a good working environment in the organization and is free from violations. The policy ensures

equal opportunities for all employees and prohibits any form of discrimination. We respect each other, take into account diversity and gender, and develop mechanisms to solve problems for those affected by harassment or discrimination in the workplace. The company has a policy in place to manage compensation fairly and evaluate it based on work performance, in response to issues such as sexual harassment and discrimination. The company ensures competitiveness in the industry by aligning compensation and benefits with the job position, experience, economic conditions, and company structure, while also adhering strictly to the Labor Protection Act.

### **4.3 Participation and development of human resources within the organization**

The continuous development of employees' potential and their participation are the priorities of the organization, as the company firmly believes that highly skilled employees will help create economic value and establish a sustainable corporate image for the organization. The company tries its best to provide appropriate care for employees, including making diversified employee development plans, to ensure that employees have the skills needed to meet changing business needs. Therefore, the company has formulated risk assessment criteria, such as an inappropriate working environment, which could potentially lead to an increase in employee turnover rates and a decline in performance, ultimately impacting the company's continued operations and potentially increasing management costs.

#### **Participation and Human Resource Development Policies and Practices**

The company recognizes and values human resource development by supporting individual employee development plans to equip personnel at all levels with knowledge and skills, continuously improve work knowledge and skills according to the needs and necessities of various positions, provide basic operational training, and regularly monitor performance.

### **4.4 Occupational Health and Safety**

The company's business goal is to ensure the best health and safety in its operations. If the company is unable to maintain employee safety and well-being, it may affect the organization's reputation and image. The company believes that effective security management will enhance the confidence of stakeholders, especially employees, contractors, suppliers, shareholders, investors, communities, and society. Therefore, the company is committed to strictly adhering to occupational health and safety policies for employees and contractors.

#### **Occupational health and safety policies and practices**

The company is committed to complying with occupational health, safety, and environmental policies. Additionally, the company has consistently passed the TIS/OHSAS 18001 safety management system certification and upgraded to the ISO 45001:2018 safety management standard. This upgrade aligns with the company's business development, emphasizing accident prevention to minimize the impact on stakeholders such as employees, partners, contractors, and communities. Under the supervision of the Occupational Health, Safety, and Environment Committee, the company is responsible for the supervision and development of occupational

health and the environment through continuous control, improvement, and development management in compliance with the above safety management standards and requirements.

The company is aware of the safety and well-being of its employees by creating safety awareness and encouraging all employees to participate. The company strives to mitigate operational risks, minimize potential damage costs, and minimize losses resulting from employee injuries or illnesses. The company has established guidelines for the performance of both employees and contractors.

- Develop occupational health, safety, and environmental policies.
- Establish a Committee on Occupational Safety, Health, and Work Environment.
- Provide comprehensive safety management for employees and contractors.
- Arrange a health risk assessment based on the job description.
- Factory hygiene management
- Prepare procedures for reporting and investigating near-miss accidents.

Except for the security department, all employees in the organization can participate in reporting the risk of potential accidents or dangerous events. The online application allows you to report and fill in detailed risk information, solutions, and risk event images using a QR code. For more information, please call 1708.

#### **4.5 Customer Relationship Management**

Our company always pays attention to responding to customers' demands at reasonable prices, paying attention to product quality and service value, strictly abiding by contracts or conditions, and maximizing customer satisfaction. The company strives to foster enduring relationships with its customers, adheres to international quality standards, and guarantees the delivery of goods of reasonable quality and safety.

##### **Customer Relationship Management Policies and Practices**

###### **4.5.1 Quality Standards and Quality Management Patents**

- 4.5.1.1 ISO 9001:2015
- 4.5.1.2 IATF 16949:2016 Quality Management System: Automotive
- 4.5.1.3 EN 9100:2018 (AS9100D) Quality Management Systems: Aerospace and Air Defense
- 4.5.1.4 ISO 13485:2016 Quality Management Systems: Medical
- 4.5.1.5 ISO 45001:2018 Occupational Health and Safety Management System
- 4.5.1.6 ISO 14001:2015 Environmental Management System

In addition, the company holds a quarterly management review meeting to inform executives and employees of the company's business plan, quality operation objectives, and quarterly performance of each department.

#### 4.5.2 Customer Relationship Management

The company conducts an annual customer satisfaction survey. The evaluation topics include product quality and solutions. According to customer satisfaction surveys, the company consistently enhances its operational procedures to achieve optimal customer satisfaction, foster enduring trust with customers, sustain the current customer base, and potentially broaden it to include new customer groups in the future.

#### 4.5.3 Complaint Management

The company has established channels to receive customer feedback through email and phone. Staff from the quality assurance department assist in receiving complaints and providing solutions to customers. This includes a team that investigates the root cause of the problem, continuously monitors solutions, and reports progress, as well as developing contingency plans to prevent issues from recurring.

### **4.6 Community and Social Participation**

Community and societal recognition are one of the key factors in strengthening and sustaining business foundations. Therefore, the company is committed to focusing on the quality of life and well-being of the community and becoming a part of supporting community economic growth, which is crucial for our business success.

#### **Community and social participation policies and practices**

The company is committed to creating positive social impact for a sustainable future (CSR), and it complies with the community and social participation policies formulated by the company's board of directors and the Committee on Social Responsibility and Sustainable Development. The Committee on Social Responsibility and Sustainable Development is also involved in formulating policies and directions, as well as supporting the operations of various departments. The Committee strives to address the community's requirements, with the goal of enhancing societal welfare and building a sustainable future for all.

### **5. Sustainability management in the economic dimension**

The company considers the economic impact of business operations and good corporate governance. Consequently, the company established an information technology policy, personal information protection, good corporate governance, and business ethics as work performance guidelines and focused on operating with honesty, morality, ethics, and conducting business with transparency, aiming to grow the business in a prosperous and sustainable manner. The company carefully considers economic sustainability issues, which cover both cyber security and personal information. The company also innovates to boost production capacity and enhance the quality of its products. To ensure that customers receive exactly what they want, we must manage the supply chain by conducting sustainability risk assessments and cultivating relationships with them through customer satisfaction surveys. This includes managing the supply chain through sustainability risk

assessments, as well as building relationships with customers through customer satisfaction surveys to reduce potential risks and complaints.

Based on the evaluation of the primary economic issues, there are four risk factors:

## **5.1 Supply Chain Management**

The supply chain partners' business operations may have an impact on the company's long-term business operations. Therefore, the company has developed a supply chain management framework to reduce environmental risks. The company has established strategies, objectives, and operational plans to oversee the operations of its partners in accordance with the company's sustainable strategy and objectives.

### **Supply chain management policies and practices**

The company values the fair treatment of business partners and strictly adheres to the contracts or conditions agreed upon with them. We are committed to promoting long-term, sustainable business success for our partners to ensure the success of supply chain management. The company has established guidelines for providing true information to suppliers, evaluating potential risks in the value chain, and communicating potential risks with suppliers. Be prepared to deal with potential risks. In addition, the company values transparency in its cooperation with partners. The work guidelines stipulate a code of conduct for employees toward business partners and creditors. This policy does not allow executives and employees to give or receive gifts from business partners or those who have the opportunity to become company partners. This includes accepting cash, checks, notes, gift certificates, loans, stocks, or stock distribution rights.

The company has developed and disseminated a code of conduct for business partners to inform them of the company's ethical requirements, in response to its policy of not engaging in trade with unethical trading partners. This Supplier Code of Conduct includes three key principles: In terms of ethics, it aims to enable partners to conduct business with ethical and social responsibility. In terms of labor, it seeks to ensure that partners uphold the rights and dignity of their workers. Partners strive to ensure a safe working environment for their employees and take into account environmental concerns in their business operations. International standards, such as the United Nations Global Compact and international standards for labor organizations and responsible business alliances, guided the drafting of the Code of Conduct for Partners.

Furthermore, the company places a high value on procuring sustainable raw materials and has developed policies prohibiting the use of conflict minerals. Mineral suppliers must provide evidence in their reports that their products, whether raw materials, tools, or components, do not contain mineral components from conflicting sources. In addition, the code of conduct for company partners also specifies these requirements, and all partners have signed execution agreements for these requirements.



## 5.2 Cyber Security

Due to today's competition and business development, the company's internal equipment must rely on modern technology and data management links. In order to meet customer needs through increased Internet production and services, the company prioritizes the security of its information technology systems and mitigates potential network threats that could impact its reputation. The company faces the risk of losing its reputation and resources to handle the potential consequences. The company has released an IT policy that complies with international standards and the Cybercrime Law, serves as an information management guide, and provides appropriate access to information and networks. The company adheres to three fundamental principles, which include maintaining the confidentiality, accuracy, and continuity of internal information system users.

### Cyber Security Policy and Practices

To oversee information security, the company has established an Information Security Committee (ISC), which includes setting an appropriate information security policy (Information Security Policy) and a framework for managing information security risks. We aim to identify, analyze, assess, monitor, manage, and report risks in a comprehensive and appropriate manner, adhering to three key principles:

1. Maintaining information confidentiality: the security of data accessible only to authorized persons.
2. Data integrity (integrity): data accuracy and completeness.
3. Availability: refers to the readiness of data for use.

The company has established cyber security policies in various areas to support potential risk issues.

#### 1. Cryptographic Policy

For use as a guideline for managing information security in the company. There are four operations as follows:

- Confidentiality – Ensuring that unauthorized persons cannot access information.
- Integrity – Proving that data has not been altered during data transition or while it is stored.
- Authentication – Verifying the identity of the agency or person accessing the data security system.
- Non-repudiation – Verification of the occurrence of an event.

#### 2. The Access Control Policy

To protect against information leakage and ensure the availability of appropriately classified information by adhering to four operational principles:

- Designing a multi-level security system (Defense in Depth)
- Allowing system users to enter the system or access information according to different duties and responsibilities (least privilege)

- Permitting the individual in charge of the information to have restricted access to information within that specific work area (need to know)
- Granting access to the equipment to the responsible person is necessary, and they have the right to use the equipment (need to use).

### 3. **Network management policies**

The purpose of information security systems is to support system design, implementation, and organizational network management processes, ensuring that relevant personnel adhere to the prescribed guidelines, which include network protection standards and departmental staff guidelines. The IT infrastructure team is responsible for maintaining and protecting organizational data. We can divide network management into two main operations: network security design and network security management, which aim to prevent improper data access within systems and applications.

## 5.3 **Data privacy**

According to the development trend of information management, information technology has become one of the most important resources for enterprise growth. Therefore, the company has implemented specific guidelines for managing the personal information security system of its stakeholders. The company has formulated a personal information protection policy (privacy policy) as one of the key issues for continuous operation this year, due to the potential negative impact of information leakage on the company's reputation, customer base, confidence, and image, as well as the loss of operating income or profit.

### **Data Privacy Policy and Practice**

In 2022, the company lawfully disclosed information in accordance with the Personal Information Protection Act B.E. 2562 (PDPA) and general law. The company complied with data protection regulations, as well as other relevant requirements and laws, when collecting personal information. To prevent data leakage, the company ensures the security of collecting, using, disclosing, and infringing on personal information, as well as exercising the rights of information owners.

The company has appointed a working group on personal data protection whose duties are as follows:

- 1.) Set a personal data protection policy regarding the collection, use, or disclosure of personal data in a legal manner.
- 2.) Examine the company's operations and personal data processors in relation to the collection, use, or disclosure of personal data in accordance with regulations, established privacy policies, and operating procedures.
- 3.) Manage risks in protecting personal data and present them to the management team to provide resources to support operations.

- 4.) Examine internal operations to verify the collection and maintenance of data in accordance with regulations.
- 5.) In accordance with established regulations, management and operations respond to the owner's request for personal data.
- 6.) Managing and responding to personal data leakage incidents in accordance with established regulations.

### **Privacy Policy**

The company has implemented a code of conduct to ensure employee confidentiality and appropriate information use, prohibiting the company and its stakeholders from using or disclosing information to third parties. Unless authorized by management or relevant laws and regulations (including business operations), the company holds responsibility for pricing and marketing information, strategies, computer code, screens, tables, experimental research, and data about current and past customers and employees. According to company policy, personal information is the company's responsibility for a period of 10 years after the owner terminates their relationship with the company, unless applicable law specifies or mandates a different retention period.

Company policies classify different types of personal information into the following categories:

- 1.) Personal identity information, including name, surname, photo, ID card number, passport number, driver's license number, birth, occupation, position, workplace name, nationality, gender, marital status, license plate, and closed-circuit television recordings within the controlled area.
- 2.) Sensitive personal information encompasses factors such as race, ethnicity, political opinions, creed, religion, or sexual behavior philosophy. Criminal history, health information, disability information, and labor union information—any information that impacts the owner of personal data, such as genetic or biological data—is also relevant.
- 3.) Personal contact information, such as home or workplace address, phone number, email, LINE, WhatsApp, Facebook, and other applications.
- 4.) Personal financial information, such as bank account details Information about personal income tax
- 5.) Information about the organization's business; promotion of products, activities, and services.
- 6.) Employment-related information, such as job interview information, performance evaluation, job title, salary, social security information, provident fund and other employment benefits.
- 7.) Various technical information from using the company's website or application Information on usage and access to information systems (log files), IP address, cookies

The company has taken the following measures to address the infringement of personal information:

- 1.) Each data breach case necessitates an assessment of the risk and impact on the data owner.

- 2.) If there is a data breach that affects individuals' rights and freedoms, the organization must report the incident to the office within 72 hours of becoming aware of it.
- 3.) In cases where the personal data breach poses a high risk of affecting individuals' rights and freedoms, the organization must notify the owner of personal data of the violation within 72 hours of becoming aware of the incident.
- 4.) If a service provider assumes the role of a data processor and compromises personal information, they must record data breach incidents and report them to the organization within 48 hours of becoming aware of them.
- 5.) Organizations should have tools to detect personal data leaks.
- 6.) To ensure easy verification, a centralized system must store computer movement data recordings.
- 7.) The recording of computer movement data that tracks access to personal data must clearly specify a retention period and be accessible only to relevant personnel.

#### **5.4 Innovative development**

Due to the rapid changes in the era of globalization, especially the advancement of technology and information technology, innovation has played a role in the business operations of the manufacturing and service industries. This is an important factor in improving product and service efficiency to meet constantly changing consumer demands, enhance production capacity, strengthen overall organizational management, achieve exponential growth, and improve business competitiveness.

##### **Innovative development policies and practices**

The company encourages and cultivates employees to take on social responsibility and participate in activities that benefit society and the surrounding community. This includes a sustained and sustainable focus on environmental protection, as well as the concept of innovation and dissemination in relation to social responsibility operations. Environment and stakeholders.

The company has established a research and development department, a new product display department (NPI), and a testing department. The development and automation departments are involved in the company's innovation. The company has innovated by creating robot systems to enhance the efficiency of repetitive tasks and new products. The innovative approach begins with an analysis of workflow issues and the company's potential to enhance workflow or innovate to meet stakeholder needs. It then addresses these issues, implements system innovation development, produces prototypes, and conducts application testing to ensure innovation efficiency. The company promotes innovation within the organization by organizing excellence award activities and allowing employees to participate in new innovation competitions. This activity has the following purpose:

- Every month, teams with outstanding work receive Star Team awards.

- Every quarter, we award Rising Star employees (stars) to those who have demonstrated outstanding performance.
- Outstanding Leaders (LIVE: Leadership + Initiative + Values + Enterprise): Every quarter, team leaders with exceptional performance will receive awards.
- Every six months, teams with outstanding performance receive the Outstanding Team (Strikers) awards.
- The Champion's League Appreciation Program (CLAP Club) recognizes outstanding employees and awards an excellent performance award every six months.