



Report on Key Operating Results Related to Corporate Governance

By

Lam Soon (Thailand) Public Company Limited

8. Report on Key Operating Results Related to Corporate Governance

8.1 Summary of duty performance of the Board of Directors in the past year

In 2023, the Board of Directors held 7 meetings to establish policies and strategies to enhance the company's capabilities and to monitor performance and status. It also closely monitored the Company's performance and financial status in order to ensure that the Company smoothly overcomes the business fluctuations. In addition, the Company maintained the efficiency of supervision and sufficiency of an internal control system and corporate risk management by organising sub-committees meetings as well.

8.1.1 Selection, development and evaluation of duty performance of the Board of Directors

The Nomination Committee shall have the duty to undertake the task of identifying, evaluating, selecting, and proposing appropriate candidates to the Board of Directors for approval before further proposing to the Annual General Meeting of Shareholders to elect as directors according to the Company's Articles of Association.

The Board has set the qualification of the independent directors as follow:-

- a) holding shares not exceeding 0.5% of the total number of voting rights of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling persons, including the shares held by related persons of the independent director;
- b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person, its parent company, subsidiary, associate, joint venture, subsidiary in the same level, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of application filing with the Office. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company;
- c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary;
- d) neither having nor having had a business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property,

transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the value of three percent (3%) or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower.

The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- e) neither being nor having been an auditor of the Company, its parent company, subsidiary, associate, joint venture, 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, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- g) not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
- h) not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, not being a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 0.5% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary;
- i) not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

In the case where the person appointed by the Company as independent director has or used to have a business relationship or provide professional service exceeding the value specified under (d) or (f) of the first paragraph, the Company shall be granted an exemption from such prohibition only if the Company has provided the opinion of the Company's Board of Directors indicating that, by taking into account the provision in Section 89/7, the appointment of such person does not affect

performing of duty and expressing of independent opinions. The following information shall be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent director.

- a) The nature of the business relationship or professional service which such person's qualification not in compliance with the prescribed rules;
- b) The reason and necessity for maintaining or appointing such person as independent director;
- c) The opinion of the Company's Board of Directors for proposing the appointment of such person as independent director.

For the purpose of (e) and (f) of the first paragraph, the term "partner" shall mean a person assigned by audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

The Board has set the criterion for the amount of shareholding allowed to an independent director to be more stringent than laid out by the SEC i.e. the Company's independent directors are allowed to hold the Company's shares not exceed 0.5%.

Selection of directors and chief executives

1. Structure of the Board

According to the Articles of Association of the Company, the Board composition shall not exceed 9 directors. The Board of Directors must be qualified and not be subject to the prohibitions under the law of public company limited and other relevant laws. In addition, the Board composition shall have a wide range of skills, experiences, abilities and specific characteristic as well as gender and age. At least one-third of the total number of directors are independent directors. Independent directors shall not be less than 3 persons, and must comply with the qualification announced by SEC.

2. Duties and Responsibilities of the Board

1. To review and approve the vision, mission, strategy, objectives, risk, plan and budget of the Company;
2. To control and supervise the management in the implementation of the business plan to achieve the objectives and increase the shareholder value;
3. To set a Corporate Governance Code and encourage every employee in the organisation to implement the Code, assessment of Code implementation and reviewing the Code at least once a year;
4. To set a code of business conduct to cover all levels of personnel namely, directors, executives, and employees. To encourage all persons in the Company to comply with the policy, monitoring of implementation and assessment of effectiveness of the implementation regularly;

5. To set up internal control system, internal auditing, and measures for risk management as well as regularly monitoring the same;
6. To appoint sub-committees, assignment of roles, duties and responsibilities of each sub-committee;
7. To determine and communicate clearly regarding the roles, duties and responsibilities of the Board, Audit and Corporate Governance Committee, Remuneration Committee, Nomination Committee, Risk Management Committee, Management and employees;
8. To be responsible for the disclosure of the Company's financial status in the Financial Statements of the Company and its subsidiaries, in the annual registration statement / annual report (Form 56-1 One Report) as well as disclosure of information to meet the requirement of law and relevant government authorities;
9. To set guideline for reviewing the suitability of transaction with potential conflict of interest;
10. To arrange the board meeting of at least 6 times a year, and at least once in every quarter, and convene the shareholders' meeting at least once a year;
11. At a meeting of the Board of Directors, there must be present not less than one half of the total number of directors to form a quorum. At least two-third of the total number of directors shall be presented at the time when the Board passing a resolution;

In the event that the Chairman is absent or is unable to perform his duties, if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting.

12. Such other duties and responsibilities stipulated by law, the Articles of Association, and resolutions passed at shareholders' meeting from time to time.

3. Scope of Authority of the Board of Directors

1. Each director shall have one vote and decisions of the meeting shall be by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote. In case of a vacancy on the Board of Directors otherwise than by rotation, the resolution of the Board of Directors must be passed by a vote of not less than three-fourths of the number of subsisting directors.
2. Director who has a personal interest in any matter who shall have no right to vote on such matters.
3. Two directors shall be authorised to jointly sign together with the Company's seal affixed. However, the Board of Directors may specify names of the directors authorised to sign and bind the Company together with the Company's seal affixed.
4. The Board of Directors may appoint other persons to carry out the Company's business under the Board of Directors' supervision or may confer upon such other persons such powers as they think fit and for

such time as they think expedient and any revoke, withdraw, alter or vary any such powers.

5. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds the Company has sufficient profit and a report thereof shall be made to the shareholders' meeting at the next meeting.
6. Although various transactions are under the authority of the Board of Directors, there are the following cases stated in the Articles of Association to be conducted at the shareholders' meeting.
 - (1) Reviewing the report of the Board of Directors covering the work done during the preceding year as proposed to the meeting by the Board of Directors;
 - (2) Considering and approving the statements of financial position and statements of comprehensive income of the preceding fiscal year;
 - (3) Considering the appropriation of profits, reviewing directors' remuneration and the appropriation of a reserved fund;
 - (4) Election of new directors in place of those who must retire on the expiration of their terms;
 - (5) Appointment of the auditor and fixing his remuneration;
 - (6) The sales or transfer of the whole or substantial part of the business of the Company to other persons;
 - (7) The purchase or acceptance of transfer of business of other companies or private companies to the Company;
 - (8) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
 - (9) The amendment of Memorandum or Articles of Association;
 - (10) The increase or decrease in the Company's capital or the issuance of debentures;
 - (11) The amalgamation or dissolution of the Company;
 - (12) Other businesses.

4. The Chairman of the Board

The Chairman of the Board shall be an independent director or non-executive director. The Chairman must be a different person from the Managing Director so that the two roles are clearly separated. The duties and responsibilities are as follows:-

1. In calling a board meeting, the Chairman or assigned delegate shall serve a written notice calling for such meeting to members of the Board not less than 7 days prior to the date of the meeting so that the directors may have adequate time to study, review, and make proper decisions. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed;

2. Jointly with the Managing Director, defines the agenda of each meeting;
3. To ensure the efficiency of each meeting by allocating enough time for the executives to present information, encouraging and allowing directors' queries and expression of free views, controlling the issues under discussion, and summarising the meeting's resolutions;
4. To play a key role in encouraging the Board of Directors' conformance to corporate governance principles, including identifying themselves, refraining from voting, and leaving the meeting in case of having conflicts of interest in any agenda;
5. To inform the Board of Directors all significant matters;
6. To encourage the Board of Directors to attend shareholders' meeting and preside over such meeting to ensure the meeting efficiency and address shareholders' queries;
7. To encourage the Board of Directors to perform their duties under the scope of authority given by laws, and the corporate governance.

5. The Managing Director

The Managing Director is assigned by the Board of Directors to conduct the Company business under the approved plans and budgets with rigour, integrity and the duty of good corporate governance to ensure that the Company, shareholders and stakeholders are properly and fairly engaged in the business including the disclosure of general information and financial information of the Company in accordance with good practices and does not have any interest or conflict of interest with the Company and its subsidiaries.

6. Company Secretary

The Company shall appoint a Company Secretary in accordance to section 89/15 of the Securities and Exchange Act B.E. 2551 with the following duties and responsibilities:-

1. To prepare and keep the following documents:-
 - a register of directors;
 - a notice calling the Board and shareholders' meetings;
 - a minute of meeting of the Board of Directors and meeting of shareholders;
 - an annual registration statement / annual report (Form 56-1 One Report) of the Company.
2. To follow-up and ensure implementation of the resolutions of the Board and shareholders' meetings;
3. To keep a report on interest filed by a director or an executive and submit a copy of report to the Chairman of the Board and the Chairman of Audit and Corporate Governance Committee within 7 business days from the date on which the Company has received such report;
4. To advise directors with regard to the law and relevant regulation as well as to supervise and oversee to ensure that the Company, the Board of Directors, and the executives comply to all the laws and regulations;
5. To ensure the disclosure of information according to the regulations of the SET, the SEC and other relevant laws;
6. To liaise with relevant regulatory bodies;
7. To do other things assigned by the Board and/or performing any other acts as specified in the notification of the Capital Market Supervisory Board.

In addition, the Company Secretary is assigned to function as a compliance unit to supervise and oversee the operation of the Company, directors and executives to ensure that they been correctly complied with the regulations of the SET, the SEC, the Public Company Limited Act, and other related laws.

7. Director's Term of Office

According to the Article 13 of the Articles of Association of the Company, the terms of one-third of the directors are due to expire by rotation at every Annual General Meeting of Shareholders.

8. Directors Concurrently Being Directors of Other Companies

To ensure that directors have sufficient time to perform his duties fully, the Company has set the number of companies allowed for directors to be directors of listed companies not more than 5 companies.

The Company does not set limit for being directors in other non-listed companies in view of the fact that most Executive Directors are also directors of subsidiaries, associates, joint venture, or related companies.

9. Board of Directors' Meeting

The Company shall arrange the board meeting of at least 6 times a year, and at least once in every quarter. The Chairman of the Board may call special meetings as he deems necessary. Two or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is required by at least 2 directors, the date of the meeting shall be fixed within 14 days from the date of receipt of the request.

In case of regular meetings, the meeting schedule shall be set in advance annually and inform to each director in November every year.

The Company Secretary shall set agenda required to comply with the law and related regulations. Other agendas shall be jointly set by the Chairman and the Managing Director. Each director may also propose agenda items for the meeting by sending the agenda items through the Company Secretary 14 days prior to the meeting date. The Company Secretary shall collect all the proposed agenda items for the Chairman consideration before include them in the meeting agenda.

The Company shall send to all directors meeting document with the meeting notice, clearly stating the matter as for information, for approval or for consideration as the case may be, at least 7 days prior to the meeting date to enable each director to have time to study the information before the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed. During the meeting, the Chairman will allocate sufficient time for the management to present detail information and answer additional questions from the directors, and allow sufficient time for the directors to the matters.

Furthermore, the Chairman allows each director to express his/her opinions freely. In case of a director having a stake in a matter being considered, the

director shall inform the meeting of such stake and shall not participate in discussing the matter and not exercise the voting right on the matter. At least 2/3 of the total number of directors shall be presented to form a quorum at the time of the Board passing a resolution.

The minutes of the meeting shall be in writing stating the date, time of meeting commencement and termination, names of directors attending the meeting and directors absent from the meeting, summary of topics and issues as well as observation of the directors, resolutions and opinion of dissenting directors, name of persons recording the minutes and certifying the minutes. After being confirmed, the minutes shall be kept by the Company Secretary and will be ready for examination by related parties.

10. Board Skill Matrix

The Board skill matrix below represents some of the key skills that the Board has identified as particularly valuable to the effective oversight of the Company and the execution of the strategy.

Knowledge / Experience	Mr. Thira Wipuchanin	Mr. Poomkiet Chotichaicharin	Assoc. Prof. Preecha Jarungvidanan, Ph.D.	Mr. Banchong Chittchang	Dr. Laksana Leelayouthayotin, Ph.D.	Datuk Simon Shim Kong Yip	Mr. Whang Shang Ying	Ms. Piyaithida Sukchan	Mr. Ampol Simarojana	Number of director with Knowledge/experience
Knowledge and experience in vegetable oil business	●	●	●	●	●	●	●	●	●	9
Vision, mission, policy, strategic planning of the organisation	●	●	●	●	●	●	●	●	●	9
Commodity Trading		●						●		2
Expertise in domestic and/or international trading and marketing		●			●		●	●		4
Knowledge and experience in reviewing the credibility of financial statement, Accounting, Finance, Economics	●	●	●	●	●	●	●	●	●	9
Risk Management and work management in normal situation	●	●	●	●	●	●	●	●	●	9
ESG Management		●		●	●		●	●		5
Knowledge of Engineering				●					●	2
Knowledge of Digital Transformation		●		●	●			●		4
Knowledge of Legal						●	●			2

Development of directors in the past year

In 2023, directors and executive who attended the major training sessions was as follows:

No.	Directors and Executives	Position	Training Session	Objectives
1.	Mr. Banchong Chittchang	Independent Director Member of Audit and Corporate Governance Committee Member of Remuneration Committee Member of Nomination Committee	<ul style="list-style-type: none"> - HKTDC Online Conference “Asian Financial Forum 2023” Online, 11-12 Jan 2023 - SET Seminar: Capital Market Development, 19 Jan 2023 - IOD Director Briefing 1/2023: Integration VS M&A, 31 Jan 2023 - UN Global Compact Academy: Modernizing Executive Pay Session 1: Foundations – Aligning purpose with pay, 7 Feb 2023 - SET Economic & Business Update Series_1-2023, 1 Mar 2023 - SET Seminar: Director’s Duty, 22 Jun 2023 - SET Special Talk in the topic of AI: Recent and Future Evolution, 29 Jun 2023 - IOD Facilitator Program, 7 Jul 2023 - TMA Seminar: Thailand Competitiveness, 12 Jul 2023 - IOD Seminar: Engaging Board in ESG: The Path to Effective Sustainability, 13 Jul 2023 - IOD National Director Conference 2023: Delivering “Net Zero” Together, 26 Jul 2023 - IOD Audit Committee Forum 2023: Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee, 2 Aug 2023 - IOD Director Forum 2023: Economic Recession - What Should Board Watch out for, 24 Aug 2023 - IOD Class: ESG in the Boardroom - A Practical Guide for Board (ESG) Class 0-2023, 5 Sep 2023 - Seminar: Thailand Economic Outlook 2024, 4 Oct 2023 - EY Seminar for AC: Accounting Fraud, Economic Situation Update, ESG & Global Warming, 26 Oct 2023 - IOD Seminar: Empowering Board Directors: Unleashing Performance and Fueling Growth, 2 Nov 2023 - IOD ID Forum: Fraud Prevention: Whose Responsibility?, 16 Nov 2023 - IOD Seminar: The Business Case & Ethics of AI; A Board’s Imperative, 22 Nov 2023 - SET Seminar: ESG Professionals Forum 2023; Together for Change, 29 Nov 2023 - TMA Forum: Thailand Digital Competitiveness, 30 Nov 2023 - TMA Forum: Bridging the Digital Competitiveness Gap, 13 Dec 2023 	1) To know the various situations including: <ul style="list-style-type: none"> - Current Economic situation and trends in 2024 - Financial situation and business, including the market competition - Capital market development, the investment situation and mergers & acquisitions 2) To develop knowledge about Sustainable organisational development and reducing global warming 3) To develop knowledge related to the duties of director and the Audit Committee 4) To develop knowledge related to the roles and duties of the Audit Committee in preventing and monitoring incorrect accounting records 5) To know the situation of economic recession and what the Board should be aware of 6) To know how to integrate ESG issue along with normal business operation 7) To know the impact of using AI technology in business analysis and evaluation

No.	Directors and Executives	Position	Training Session	Objectives
			<p>- IOD Talk: The Art of Thought Articulation – Story Telling Tactics, 14 Dec 2023</p> <p>In addition, Mr. Banchong Chittchang participated as a facilitator of Thai IOD for the major courses as follows:-</p> <ol style="list-style-type: none"> 1. DCP Class M1: Practice of Directorship 2. DCP Class M11: Learning into Practice 3. Ethical Leadership Program (ELP) 4. Governance, Risks & Compliance (GRC) 5. Corporate Governance for Executives (CGE) 6. Board Nomination & Compensation Program (BNCP) 7. Advanced Audit Committee Program (AACP) 8. Director Accreditation Program (DAP) 	
2.	Mr. Whang Shang Ying	Executive Director, Member of Remuneration Committee, Member of Nomination Committee, and Chairman of Sustainability Committee	Performance Management and Key Performance Indicator, Sheraton Towers Hotel, Singapore, on 7 Nov 2023	To equip directors, managers and HR personnel the knowledge to set Balanced Scorecard (BSC) and Key Performance Indicator (KPI), so as to align with organizational objectives to drive company's performance. Topics include Balance Scorecard as the strategic planning framework that consists of 4 perspectives : Financials, Customer, Business Internal Processes and Learning & Growth. Training also includes case studies.
3.	Ms. Piyathida Sukchan	Executive Director and Company Secretary	<p>Business and human rights for listed companies and HRDD guidelines under Phase I, on 16 Jan 2023</p> <p>The 34th Palm & Lauric Oils Price Outlook Conference & Exhibition (POC2023), Shangri-la, Kuala Lumpur, on 6 - 8 Mar 2023</p> <p>Special Course for Executives of listed companies: "Company valuation techniques to suit the present business situation", on 7 - 8 Jun 2023</p> <p>The 10th International Planters Conference 2023 (IPC 2023) with the theme Ensuring the Resilience of the Palm Oil Industry in the 21st Century, Royale Chulan Kuala Lumpur, on 12 - 14 June 2023</p>	<p>To understand the basic principles of human rights and guidelines for comprehensive human rights due diligence for listed companies</p> <p>The event provides valuable networking opportunities among its participants and a forum to deliberate on topics surrounding the supply and demand of major edible oils, the industry's most pressing issues, market trends and trade possibilities.</p> <p>To update and understand the key financial ratios and techniques of business evaluation</p> <p>To update the palm oil situation and learn challenges facing the palm oil industry such as perceptions, food security, and deforestation</p>
4.	Mrs. Chanpen Teachakumtorn	Vice President – Account and Finance	E-learning CFO's Orientation Course (Thai Version) (12 hours) according to the criteria of the SEC Office, from Thailand Securities Institute (TSI), the Stock Exchange of Thailand (SET) by online training, on 20-25 Dec 2023	<p>To undergo training the CFO Orientation Course for preparedness in accounting and finance</p> <p>To qualify the specified criteria</p>

Performance Evaluation of the Board

In 2023, the Company conducted self-assessment of the Board of Directors and Sub-Committees as a whole as well as on individual basis. For the assessment process, the Company Secretary shall submit the Board Self Assessment Form, issued by the SET, to each Board member at the end of the year, then gather the data and report the result to the Board.

1. Self-Assessment of the Board of Directors as a whole

Self-Assessment form of the Board of Directors as a whole has been implemented to evaluate performance of the Board as a whole by applying the guideline from the SET with the nature and structure of the Board. The result of the assessment is served as a tool for the Board of Directors to review its own duty and further enhancing the efficiency and effectiveness.

Six categories of the assessment of opinion and action level are as follows:-

Categories of the assessment	Scores (%)
1. Board structure and qualifications	96.23
2. Roles, duties and responsibilities of the Board	94.51
3. The Board Meeting	97.47
4. Duties of directors	94.44
5. Relationship with management	96.67
6. Director's self improvement and management training	93.52
Average Scores	95.34

In 2023, overall evaluation results of the six categories indicated **"Very Good"**.

2. Self-Assessment of Sub-Committees as a whole

Self-Assessment form of Sub-Committees as a whole has been implemented to evaluate performance of Sub-Committees as a whole by applying the guideline from the SET with the nature and structure of Sub-Committees. The result of the assessment is served as a tool for Sub-Committees to review its own duty and further enhancing the efficiency and effectiveness.

Eight categories of the assessment of opinion and action level are as follows:-

Categories of the assessment	Scores (%)
1. Board structure and qualifications	95.24
2. Sub-Committees meeting conducted under the determined conditions	97.22
3. Audit Committee	95.83
4. Nomination Committee	92.97
5. Remuneration Committee	100.00
6. Corporate Governance Committee (under Audit Committee)	93.75
7. Risk Management Committee	92.00
8. Sustainability Committee	96.30
Average Scores	95.17

In 2023, overall evaluation results of the eight categories indicated **"Very Good"**.

3. Self-Assessment of the Board of Directors and Sub-Committees (individual basis)

Self-Assessment form of the Board of Directors and sub-committees (individual basis) has been implemented to evaluate performance of individual director as a tool for reviewing his/her own duty and further enhancing the efficiency and effectiveness. Categories of the assessment, in compliance with good corporate governance principles, are as follows:-

Categories of the assessment	Scores (%)
1. Board structure and qualifications	95.83
2. The Board Meeting	95.83
3. Roles, duties and responsibilities of the Board	95.56
Average Scores	95.71

In 2023, overall evaluation results of the three categories indicated **“Very Good”**.

Remark: “Very good” has scored in the range of 81-100 scores.

In sum, the score result of the Board Self-Assessment in 2023 was 95.32%. (2022 : 94.43%)

8.1.2 Meeting attendance and remuneration payment to each Board member

Meeting attendance of each Board member

In 2023, the Board of Directors held 7 meetings. The attendance of each member is as follows:-

Name	Position	Period of Directorship	Attendance / Total Meetings
(1) Mr. Thira Wipuchanin	Independent Director and Chairman of Board of Directors	2023-2026	7/7
(2) Mr. Poomkiet Chotichaicharin	Managing Director	2021-2024	7/7
(3) Assoc. Prof. Preecha Jarungidanan, Ph.D.	Independent Director	2021-2024	7/7
(4) Mr. Banchong Chittchang	Independent Director	2023-2026	7/7
(5) Lackana Leelayouthayotin, Ph.D.	Independent Director	2022-2025	7/7
(6) Datuk Simon Shim Kong Yip	Non-Independent Non-Executive Director	2023-2026	5/7
(7) Mr. Whang Shang Ying	Executive Director	2021-2024	7/7
(8) Ms. Piyathida Sukchan	Executive Director and Company Secretary	2022-2025	7/7
(9) Mr. Ampol Simarojana	Non-Executive Director and Operations Consultant	2022-2025	5/7

Non-executive directors may hold meetings among themselves without the management present at the meeting in order to discuss management issues of interest. The result of the meeting shall be reported to the Managing Director. In 2023, there were two meetings of non-executive directors which were not attended by executive directors, in relation to new accounting standards that would affect the Company including the collaboration of the management team working with the external auditor, and other general matters.

Remuneration of Directors and Executives

1. Remuneration of the Board of Directors

The Remuneration Committee shall consider the criteria and principle and the form of remuneration for directors and make its recommendation to the Board. The Remuneration of directors shall be approved by the shareholders' meeting. Comparison shall be made to other companies in the same industry, of the same experience, commitment, scopes of roles and responsibilities as well as the remuneration survey of other companies listed on the SET. The remuneration shall be set at a level sufficient to attract and retain qualified persons.

The Annual General Meeting of Shareholders No. 1/2023 resolved to approve the remuneration payments for 2023 to the Company's directors as proposed by the Board. The remuneration was thoroughly and carefully considered by the Remuneration Committee all factors including comparison with other companies in the same industry as well as growth of business and operating results of the Company, as follows: -

(Baht/Person/Year)

● Chairman of the Board	722,400
● Independent Directors	605,940
● Non Independent Non Executive Director	605,940
● Executive Director	287,100
● Non-Executive Director	605,940
● Audit and Corporate Governance Committees	460,440
● Nomination Committee	24,145
● Remuneration Committee	48,180

The above fee is fixed to be paid monthly, except the remuneration for Nomination Committee and Remuneration Committee, which shall be paid on yearly basis.

Monetary Remuneration

- Director’s fees : Total fees to all 9 members of the Board : **6,259,985** Baht

Remuneration of the Board of Directors and Sub-Committees	2022		2023	
	No. of Persons	Baht	No. of Persons	Baht
Board of Directors	10	4,540,140	9	4,613,400
Audit and Corporate Governance Committee	4	1,359,360	4	1,381,320
Remuneration Committee	3	144,540	3	144,540
Nomination Committee	5	120,725	5	120,725

- Director’s fees paid to the Company’s Directors as Directors of Subsidiaries for 3 persons : **1,802,800** Baht

Other Remuneration

Besides monetary remuneration, overseas directors attending the meeting shall be reimbursed for air-tickets, food and accommodation. The Company also takes out insurance against director liability for directors and executives. It is to cover the risk of directors and executives in performing duties for the Company. However, protection will not be provided in the case of wilful misconduct or gross negligence or any act in bad faith.

Other Benefits	2022	2023
Other Benefits	None	None
Employee Stock Option Program (ESOP)	None	None

2. Remuneration of Executives

The remuneration of Executives shall be in accordance with guidelines and policy set by the Remuneration Committee from time to time.

The remuneration shall be commensurate to job scope competence and the performance of the Company. The Remuneration Committee shall recommend the appropriateness of remuneration to the Board for review and approval. The remuneration structure rewards individual performance and incentivises the Executive Directors, Managing Director and key executives to act in support of the Company’s objectives and goals, and fosters the long-term commitment of the Company performance.

In 2023 Executive Directors, Managing Director and Executives jointly defined Key Performance Indicators (KPIs) for assessment criteria used by the Remuneration Committee in assessing the performance of Executive Directors, Managing Director and Executives.

Remuneration	2022		2023	
	No. of Persons	Baht	No. of Persons	Baht
Executives	8	78,477,640	7	78,107,578

Apart from salary and bonus, other forms of remuneration include provident fund, retirement fund, Company's cars and the related expenses, medical expense, and accidental insurance.

Furthermore, some directors concurrently holding positions as directors and executives of subsidiary companies will receive remuneration from some subsidiary companies as set by each such subsidiary company.

Remuneration received from subsidiary Companies	2022		2023	
	No. of Persons	Baht	No. of Persons	Baht
As directors of subsidiaries	4*	2,039,300	3	1,802,800
As executives of subsidiaries	2*	5,656,800	1	3,423,800

- Remuneration (salary and bonus) of all 7 Executives : **78,107,578** Baht**
- Remuneration (salary and bonus) paid to the Company's Executive Directors and Executives as the Executive of Subsidiaries for 1 person : **3,423,800** Baht
- Other Remuneration : The Company has paid no other remuneration, except the cost of air-ticket and accommodation for directors residing outside Thailand who attend the meetings, and the cost of director liability insurance for all members of the Board. Other forms of remuneration for the Executives include Company's cars and related expenses, medical expense, and accidental insurance.

As for Provident Fund, the Executives have been paid at the same rate as other employees. However, no Provident Fund has been paid to Mr. Whang Shang Ying.

Note :

- * One person resigned from the Company's Director with effect on 1 June 2022.
- **Remuneration of the Executives included remuneration paid to the Executive Directors, the Managing Director, and the first 4 Department Manager levels ranking immediately below Managing Director including every person in the same level of the 4th ranking (as specified in the Notification of the Office of the Securities and Exchange Commission).

3. Remuneration of Each Director

Name	Position	Director's fees as the Company's Directors in 2023	Director's fees as Directors of Subsidiaries in 2023
(1) Mr. Thira Wipuchanin	Chairman of the Board, Independent Director, and Chairman of Audit and Corporate Governance Committee	1,182,840	-
(2) Mr. Poomkiet Chotichaicharin	Managing Director	287,100	-
(3) Assoc. Prof. Preecha Jarungidanan, Ph.D.	Independent Director Member of Audit and Corporate Governance Committee Chairman of Remuneration Committee Member of Nomination Committee	1,138,705	-
(4) Mr. Banchong Chittchang	Independent Director Member of Audit and Corporate Governance Committee Member of Remuneration Committee Member of Nomination Committee	1,138,705	-
(5) Lackana Leelayouthayotin, Ph.D.	Independent Director and Member of Nomination Committee	630,085	-
(6) Datuk Simon Shim Kong Yip	Non-Independent Non-Executive Director and Chairman of Nomination Committee	630,085	-
(7) Mr. Whang Shang Ying	Executive Director Member of Remuneration Committee Member of Nomination Committee Chairman of Sustainability Committee	359,425	667,600
(8) Ms. Piyathida Sukchan	Executive Director and Company Secretary	287,100	567,600
(9) Mr. Ampol Simarojana	Non-Executive Director and Operations Consultant	605,940	567,600
Total		6,259,985	1,802,800

8.1.3 Supervision of subsidiaries, associated companies, and joint venture

The Company appoints executive directors to hold directorship or executive positions in subsidiary, associated company, joint venture or other related companies in the group of companies. This is to supervise the management to be in accordance with the principles of good governance and for the maximum benefit of the group of companies.

Directors concurrently holding positions as directors and executives of subsidiaries, associated companies, joint venture, or other related companies will receive remuneration from some companies as set by each such company.

Remuneration received from subsidiary Companies	2022		2023	
	No. of Persons	Baht	No. of Persons	Baht
As directors of subsidiaries	4*	2,039,300	3	1,802,800
As executives of subsidiaries	2*	5,656,800	1	3,423,800

* One person resigned from the Company’s Director with effect on 1 June 2022.

8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

The Board of Directors of the Company considered the consolidated financial statements of the Company and its subsidiaries, including information as shown in the annual registration statement / annual report (Form 56-1 One Report), and concluded that the financial statements have been prepared under generally accepted accounting standards in Thailand. Proper accounting policies have been chosen and have always been consistently adhered to. The financial statements have also been prepared with careful basis using the best estimation. Adequate material information has been disclosed in the notes to the financial statements. The Board has also adopted and maintained an effective system of internal controls in the Company so that we can be reasonably assured that accounting records are accurate, complete and adequate to protect the assets of the Company. These controls are also preventive measures against possible wrongdoing or other significant irregularities in the operations of the Company.

In this regard, the Board of Directors has appointed the Audit and Corporate Governance Committee responsible for the quality of the Company’s financial reports and the internal control systems, as well as other processes to support the financial documents to be prepared under generally accepted accounting standards, including to disclose information transparently.

The Audit and Corporate Governance Committee considered the operational performance of the Company during the year 2023 and provided the opinion that the Board of Directors and the Management make a great effort to achieve the Company’s objectives without finding that any relevant statutes and regulations having been contravened, and attach importance to the effective internal control system and to the adequacy of the risk management. Information system has also been prepared to support the good corporate governance principles. In sum, the overall internal control system of the Company has been

at satisfactory level which can assure the credibility of the consolidated financial statements of the Company and its subsidiaries as of December 31, 2023.

The opinion of the Audit and Corporate Governance Committee with regard to these matters is set out in the Report of the Audit and Corporate Governance Committee in this annual registration statement / annual report (Form 56-1 One Report).

In addition, the Company shall monitor to ensure compliance with good corporate governance in the following four matters.

(1) Prevention of conflicts of interest

In order to facilitate normal business transaction, the Board has approved in principle to allow the management to do the transaction between the Company and its subsidiaries if the transaction falls into the following categories:-

1. Being a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person;
2. Being reasonable advance payments occurring in the normal course of business operation and with reimbursement on an actual basis.

The management shall report transaction with value over 500,000 Baht which will be reviewed by the Audit and Corporate Governance Committee before presenting to the quarterly Board meetings.

(2) Use of inside information to seek benefits

In case directors, executives, managers and employees intentionally commit any criminal act according to law on securities and exchange, the Company shall punish the violators by any one or more penalties as follows:-

- cut wages or compensation or other benefits
- layoff, dismiss, or discharge from the post of director, executive, manager, or employee as it would be deemed intentionally causing damage to the Company. In case the violator is a director, the matter shall be submitted to the shareholders' meeting to consider the penalty.
- report the violation to the SET and/or the SEC
- report to the police to take action according to the law
- take other measures according to the resolution of the Board or the shareholders' meetings.

(3) Anti-corruption action

The Company establishes the following guidelines for monitoring and evaluating the actions to prevent the involvement in corruption.

1. The Company's internal audit unit is assigned to conduct auditing according to the annual audit plan which is approved by the Audit and Corporate Governance Committee, and report any significant issues including provide recommendations to the Audit and Corporate Governance Committee.

2. Relevant business unit is required to regularly monitor and evaluate the corruption risk to ensure the effective implementation of the anti-corruption policy including follow up, review, and improve the policy from time to time. The risk evaluation result must be reported to the Risk Management Committee, the Audit and Corporate Governance Committee and the Board of Directors respectively in a timely and consistent manner.
3. In fact-finding process, if the information from the investigation or complaints have shown an explicit evidence which may have a significant impact on the financial position and the operating performance of the Company including the violation of law or code of business conduct, or any suspicious issues in the financial report or internal control system, the Audit and Corporate Governance Committee shall report the concerns to the Board of Directors for further improvement and correction.

(4) Whistleblowing

In case that stakeholders require to do whistle blowing or make any complaints to the Company, the below channels have been set up as the guideline.

1. Provide channel for stakeholders to do whistle blowing or make complaints

Any stakeholder wishes to communicate to the Board of Directors directly without passing through the management of the Company to express his opinions about the operation of the Company's business including whistle blowing or complaints such as incorrect financial report, violation of the law or ethics or deficiency of internal control system, etc. may address his communication directly to the Audit and Corporate Governance Committee.

By post: Mr. Thira Wipuchanin
Chairman of the Audit and Corporate Governance Committee
Lam Soon (Thailand) Plc.
64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,
Khet Bangna, Bangkok 10260

By email: acthira@hotmail.co.th

2. Protection of informer's identity

A stakeholder who communicate or make complaints in item 1 will not be required to disclose his name.

3. Action after receiving concerns or complaints

The Audit and Corporate Governance Committee shall investigate the information and facts given by the informer in item 1 and report to the Board within 30 days of the date receiving the information.

The Company has disclosed on its website the details related to receiving complaint-making and notifications of whistle-blowing in Code of Business Conduct. : [https://lamsoon.co.th/wp-content/uploads/2024/03/LST-CODE-OF-BUSINESS-CONDUCT-Booklet-EN-11032024ver.Final .pdf](https://lamsoon.co.th/wp-content/uploads/2024/03/LST-CODE-OF-BUSINESS-CONDUCT-Booklet-EN-11032024ver.Final.pdf)

8.2 Report on the results of duty performance of the Audit and Corporate Governance Committee in the past year

The Audit and Corporate Governance Committee shall comprise at least 3 independent directors. The members of the Audit and Corporate Governance Committee must be appointed by the Board of Directors with at least 1 committee member possessing sufficient knowledge and experience in order to perform his/her/their duties of reviewing the credibility of the financial statements. The members of the Audit and Corporate Governance Committee must be directors of the Company who are qualified as “independent directors” pursuant to the definition announced by the Company and in accordance with the stipulations of the Capital Market Commission and the regulations of the Stock Exchange of Thailand. The Chairman of the Audit and Corporate Governance Committee can be the same person as the Chairman of the Board. The term of office shall be 3 years to comply with the office term as directors, ending at the annual general meeting of shareholders. Nevertheless, a retiring member is eligible for re-appointment.

Finance and Accounting Manager shall be designated as Secretary to the Audit and Corporate Governance Committee to provide support to the Audit and Corporate Governance Committee’s proceedings, including setting up meeting appointments, preparing meeting agendas, distributing meeting documents, taking minutes of meeting, and other tasks as assigned by the Audit and Corporate Governance Committee.

Duties and Responsibilities of the Audit and Corporate Governance Committee

1. To review the credibility and sufficiency of the financial reporting;
2. To approve the disclosure of quarterly financial statements to the SET;
3. To review the adequacy and effectiveness of internal control systems and internal audit functions and the independence of internal auditing unit as well as to approve the appointment, transfer, performance appraisal, dismissing of the head of internal auditing unit or any other unit responsible for internal auditing;
4. To review compliance with the Securities and Exchange Acts, Regulations of the SET, and any other relevant laws;
5. To consider, select, propose the appointment of, and terminate an independent person to work as the external auditors including the audit fee. The Audit and Corporate Governance Committee shall hold at least one meeting with the auditor without the management’s presence at the meeting;
6. To consider all connected transactions or the conflict-of-interests transactions disclosures in compliance with the laws and regulations of the SET, to ensure that the transaction is justified and for the best benefit of the Company;
7. To report the operating results of the internal audit to the Board of Directors on quarterly basis, which including the Audit and Corporate Governance Committee’s opinion on the internal audit, opinions on financial reports, adequacy of internal control systems, and other applicable topics to the Board of Directors as deemed appropriate;
8. To report the activities of the Audit and Corporate Governance Committee in the Company's annual registration statement / annual report (Form 56-1 One Report), which must be signed by the Chairman of the Audit and Corporate

Governance Committee. The following information should be included in the report:-

- (8.1) Comments on the Company's financial reporting process and the disclosure of its financial information, which must be correct, sufficient, and credible
 - (8.2) Comments on the adequacy of the Company's internal control systems
 - (8.3) Comments on compliance with the Securities and Exchange Acts, regulations of the SET, and any other relevant laws
 - (8.4) Comments on whether the Company's auditor is suitable
 - (8.5) Comments on the transaction with potential conflicts of interest
 - (8.6) The number of Audit and Corporate Governance Committee's meetings and meeting attendance of each member
 - (8.7) General comments or observation from the performing of duties according to the Charter
 - (8.8) Other statements that shareholders and general investors deem to be considered under the scope of the functions and responsibilities assigned to them by the board
9. To ensure that the management has a mechanism to receive complaints and supervise the proper handling of complaint receipt;
 10. To propose the Good Corporate Governance Guidelines to the Board of Directors;
 11. To monitor the performance of the Directors and Executives in compliance with Good Corporate Governance Practices and the Securities Exchange of Thailand's Good Corporate Governance Practices;
 12. To consider, review, and revise the Good Corporate Governance Policy consistently;
 13. To report to the Board of Directors about the Company's good corporate governance performance supported by comments, guidelines, and recommendations for improvement as appropriate;
 14. To ensure that the Chairman and the members of Audit and Corporate Governance Committee shall attend the shareholders' annual general meeting in order to classify issues associated with the Audit and Corporate Governance Committee or appointment of the external auditors;
 15. To assess its own performance (Self-Assessment) and report the findings to the Board of Directors for acknowledgment as a whole and on individual basis;
 16. To regularly review the Charter of Audit and Corporate Governance Committee;
 17. To take care of any other matters assigned by the Board of Directors;
 18. There shall be at least 4 meetings of the Audit and Corporate Governance Committee per year. At a meeting, at least half the number of the members of the Audit and Corporate Governance Committee must be present to constitute a quorum;
 19. The Audit and Corporate Governance Committee performs duties within its authority and responsibilities under the order of the Board of Directors. The Board of Directors is responsible for the Company's operations and is directly accountable to shareholders, stakeholders, and the public.

8.2.1 Specify the total number of the Audit Committee’s meetings and the attendance of each member

In 2023, the Audit and Corporate Governance Committee held 4 meetings, with the attendance of each member shown as below:-

Name	Position	Period of Directorship	Attendance / Total Meetings
(1) Mr. Thira Wipuchanin	Chairman of the Audit and Corporate Governance Committee	2023-2026	4/4
(2) Assoc. Prof. Preecha Jarungidanan, Ph.D.	Independent Director	2023-2026	4/4
(3) Mr. Banchong Chittchang	Independent Director	2023-2026	4/4

8.2.2 The results of duty performance of the Audit and Corporate Governance Committee

In 2023, the Audit and Corporate Governance Committee has fulfilled and executed its duties and responsibilities in compliance with the Stock Exchange of Thailand’s regulations and other activities assigned by the Board. The Committee held 4 meetings within the year, with substantive agenda as follows:

1. Approval of quarterly financial statements and review of annual financial statements including the disclosures of information in Notes to Financial Statements, submitted to the Board of Directors. The financial statements were in accordance with generally accepted accounting principles. The disclosures of information in Notes to Financial Statements were found to be adequate and accurate;
2. Examination of the reports and recommendations of internal audit regarding the internal control and risk management as set out in the annual audit plan, with proposals to the management to take necessary actions. In 2023, the Company was found to have exercised an appropriate and effective internal control and risk management system, with transparent governance and no material management failures;
3. Consultative meetings with the management, external and internal auditors in order to make suggestions and practical guidelines for management. The management has subsequently adopted these suggestions to improve the Company’s working efficiency;
In addition, in 2023 the Committee had 2 meetings with the external auditors without the management attending. The information disclosed by the management to the auditors was found to be adequate without any deficiencies;
4. Consultative meetings with the management and external auditors regarding the implementation of new Thai Accounting Standard and the readiness of the Company;
5. Proposal to the Board of Directors to consider the 2024 annual audit plan and renewal of the appointment of Dr. Virach and Associates to be outsourced internal auditor for a further one-year term, to 31 December 2024, including appropriate remuneration;

6. Consideration of the principles of Good Governance for Listed Companies, which Thai Institute of Directors (IOD) and the Stock Exchange of Thailand (SET) updated and improved to meet the standards of ASEAN CG Scorecard;
7. Reports to the Board of Directors the results of the meetings and all activities undertaken by the Audit and Corporate Governance Committee;
8. Proposal to the Board of Directors for approval at the 2024 Annual General Meeting of Shareholders, the appointment of EY Office Limited to be the statutory auditor of the Company for 2024 including appropriate remuneration;
9. Consideration of “Board Self-Assessment” Form, a part of the Corporate Government Self-Assessment, as an instrument to internally practice for good corporate governance principles.

The Audit and Corporate Governance Committee concluded that management continued systematically to exercise good internal control and did not find that any relevant statutes and regulations have been contravened.

8.3 Summary of the results of duty performance of sub-committees

8.3.1 The total number of the sub-committees’ meetings and the attendance of each member

Nomination Committee

In 2023, the Nomination Committee held 3 meetings, with the attendance of each member shown as below:-

Name	Position	Period of Directorship	Attendance / Total Meeting
(1) Datuk Simon Shim Kong Yip	Chairman of the Nomination Committee	2023-2026	2/3
(2) Assoc. Prof. Preecha Jarungidanan, Ph.D.	Independent Director	2023-2026	3/3
(3) Mr. Banchong Chittchang	Independent Director	2023-2026	3/3
(4) Lackana Leelayouthayotin, Ph.D.	Independent Director	2023-2026	3/3
(5) Mr. Whang Shang Ying	Executive Director	2023-2026	3/3

The Nomination Committee shall comprise at least 3 directors, majority of whom should be independent directors. The Chairman of the Nomination Committee shall not be the same person as the Chairman of the Board. The term of office shall be 3 years to comply with the office term as directors, ending at the annual general meeting of shareholders. Nevertheless, a retiring member is eligible for re-appointment.

Duties and Responsibilities of the Nomination Committee

1. To consider and review the current structure of the Board of Directors whether it fits the Company’s business strategies and provide improvement, recommendations including the director nomination to suit the corresponding structure by presenting the Director

- Qualifications and Skills Matrix showing competencies of the existing directors and the attributes being sought to suit the needs of the Board of Directors at that time;
2. To define nomination process and criteria in accordance with the composition and qualifications stated in 1;
 3. To assess director independence qualification in accordance with the SEC regulations;
 4. To select, assess and recommend to the Board based on a due diligence investigation and interviews, technically competent persons of integrity, principle and who foster and practice highest standard of professionalism for appointment as directors;
 5. To allow minority shareholders to nominate a director candidate to the Nomination Committee; a time frame for the nomination process must be in place to ensure that the Nomination Committee will have sufficient time to perform due diligence on the candidate's background before the shareholders' annual meeting;
 6. To disclose the director nomination policies and procedures to shareholders with a view to ensure transparency in selection of directors. A director nomination form should be available and contain relevant appointment information including supporting reasons and willingness of the nominated candidates;
 7. To consider the characteristics of the nominees for the Board members by following guidelines in selecting director candidates:-
 - (7.1) General characteristics of individual director
 - integrity and accountability
 - informed judgment
 - prudence and maturity i.e. able to engage in constructive debates and give independent opinions
 - principled and professional
 - other characteristics as the Nomination Committee deems appropriate
 - (7.2) Competencies in the following areas to ensure the Board's overall suitability
 - accounting and finance
 - organisation and human resource management
 - risk management
 - crisis management
 - legal and compliances
 - industry knowledge
 - international marketing
 - strategic planning
 - other competencies as the Nomination Committee deems appropriate
 8. To consider and review Board members development programme in order to ensure that all directors receive appropriate continuous training programmes in order to keep abreast with developments in the industry and with changes in the relevant statutory and regulatory requirements, the annual budget of which should be set at an appropriate amount;

9. To supervise and ensure that the Company arranges orientation programmes and provide welcoming package that is beneficial to the newly appointed director(s) to perform the roles and responsibilities;
10. To assess its own performance (Self-Assessment) and report the findings to the Board for acknowledgment as a whole and on individual basis;
11. To regularly review the Charter of Nomination Committee;
12. To be responsible for establishing a succession plan the Company's Managing Director and propose to the Board of Directors;
13. To be responsible for recruiting suitable executive candidates, providing training programme and retaining the executives;
14. To take care of any matters assigned by the Board of Directors;
15. Meetings of the Nomination Committee are to be called whenever the Committee or the Chairman of the Committee sees fit. Nevertheless, there shall be at least 2 meetings per year. At a meeting of the Nomination Committee, at least half the number of the members of the Nomination Committee who should be independent director, must be present to constitute a quorum.

Remuneration Committee

In 2023, the Remuneration Committee held 2 meetings, with the attendance of each member shown as below:-

Name	Position	Period of Directorship	Attendance / Total Meetings
(1) Assoc. Prof. Preecha Jarungidanan, Ph.D.	Chairman of the Remuneration Committee	2022-2025	2/2
(2) Mr. Banchong Chittchang	Independent Director	2022-2025	2/2
(3) Mr. Whang Shang Ying	Executive Director	2022-2025	2/2

The Remuneration Committee shall comprise at least 3 directors, majority of whom should be independent directors. The Chairman of the Remuneration Committee must be an independent director who shall not be the same person as the Chairman of the Board. The term of office shall be 3 years to comply with the office term as directors, ending at the annual general meeting of shareholders. Nevertheless, a retiring member is eligible for re-appointment.

Duties and Responsibilities of the Remuneration Committee

1. To set the criteria and procedure for determining remuneration of directors, executive directors, managing director and proposed to the Board of Directors and/or the shareholders' meeting for approval;
2. To consider the remuneration of the Board of Directors and executives, as compared to the remuneration offered by other listed companies operating in the same business, to motivate them to foster the Company's continuous development;
3. To propose guidelines for assessing the performance outcomes and compensation for managing director for the Board's approval;

4. To report regularly on progress and performance results to the Board of Directors after every meeting of the Remuneration Committee;
5. To assess its own performance (Self-Assessment) and report the findings to the Board for acknowledgment as a whole and on individual basis;
6. To regularly review the Charter of Remuneration Committee;
7. To take care of any other matters assigned by the Board of Directors;
8. Meetings of the Remuneration Committee are to be called whenever the Committee or the Chairman of the Committee sees fit. Nevertheless, there shall be at least 2 meetings per year. At a meeting of the Remuneration Committee, at least half the number of the members of the Remuneration Committee who should be independent director, must be present to constitute a quorum;

Risk Management Committee

In 2023, the Risk Management Committee held 4 meetings, with the attendance of each member shown as below:

Name	Position	Period of Directorship	Attendance / Total Meeting
(1) Mr. Poomkiet Chotichaicharin	Managing Director and Chief Risk Officer	2022-2025	4/4
(2) Ms. Piyathida Sukchan	Executive Director and Company Secretary	2022-2025	4/4
(3) Mr. Virat Suwannarat	Vice President Human Resources	2022-2025	4/4
(4) Mr. Nattapong Mathakun	Bangpoo Plant Manager	2022-2025	4/4

The Board of Directors realised the importance of the Risk Management. Therefore, in 2016, the Board approved to formalise the Risk Management Committee comprising senior managements and Managing Director as being Chief Risk Officer. Duties and responsibilities of the Risk Management Committee were indicated. The Management then has to evaluate the risk in every unit and work process, assess the efficiency and existing control measure, and propose plan and method to reduce risk to the Board of Directors.

The Risk Management Committee shall comprise a minimum of 3 members who are appointed by the Board from non-executive directors, senior management, together with the Managing Director. The term of office shall be 3 years. The Committee reports directly to the Board through Audit and Corporate Governance Committee review.

Duties and Responsibilities of the Risk Management Committee

1. To assist the Board in setting a policy of risk management, including annually agreeing risk tolerance and appetite levels, in liason with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and integrated reporting;

2. To ensure that an appropriate policy and plan for a system of risk management is developed by the management, approved by the Board and distributed throughout the Company;
3. To annually review, assess the quality, integrity and effectiveness of the risk management plan and systems and ensure that the risk policies and strategies are effectively managed by management and that risks taken are within the agreed tolerance and appetite levels;
4. To review and assess the nature, role, responsibility and authority of the risk management function within the Company and outline the scope of risk management work;
5. To ensure that the Company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to proactively manage these risks, and to decide the Company's appetite or tolerance for risk. A framework and process to anticipate unpredictable risks should also be implemented;
6. To ensure that a systematic, documented assessment of the processes and outcomes surrounding key risks is undertaken at least annually;
7. To oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes. A comprehensive system of control should be established to ensure that risks are mitigated and that the Company's objectives are attained;
8. To review processes and procedures to ensure the effectiveness of internal systems of control so that decision-making capability and accuracy of reporting and financial results are always maintained at an optimal level;
9. To monitor external developments relating to the practice of corporate accountability and the reporting of specifically associated risk, including emerging and prospective impacts;
10. To provide an independent and objective oversight and view of the information on corporate accountability and specifically associated risk, also proposing to the Audit and Corporate Governance Committee and then to the Board on all categories of identified risks facing the Company.
11. To review the strategy, policy and risk tolerance and appetite recommended by the management. The Committee will ensure compliance with such policies in accordance with the overall risk profile of the Company. Risk in the widest sense, i.e. enterprise-wide risk, will be considered by the Committee;
12. To review the management reports detailing the adequacy and overall effectiveness of risk management, its implementation by management, reports on internal control and any recommendations and confirm that appropriate action has been taken;
13. To address key risk areas and key performance indicators (KPI) of the Company, and monitor these factors as part of a regular review of processes and procedures to ensure the effectiveness of its internal systems of control;
14. To assist the Board in its responsibility for disclosure in relation to risk management in the annual report, and acknowledgement that it is accountable for the risk management function.

Sustainability Committee

In 2023, the Sustainability Committee held 2 meetings, with the attendance of each member shown as below:

Name	Position	Period of Directorship	Attendance / Total Meeting
(1) Mr. Whang Shang Ying	Executive Director and Chairman of Sustainability Committee	2023-2026	1/2
(2) Mr. Poomkiet Chotichaicharin	Managing Director and Vice Chairman of the Sustainability Committee	2023-2026	2/2
(3) Ms. Piyathida Sukchan	Executive Director and Secretary of Committee	2023-2026	2/2
(4) Mr. Virat Suwannarat	Vice President Human Resources	2023-2026	2/2
(5) Mr. Nattapong Mathakun	Bangpoo Plant Manager	2023-2026	2/2
(6) Mr. Chuchai Singruenroeng	Supply Chain Manager	2023-2026	2/2
(7) Mr. Supoch Pangjan	Trang Mill Manager	2023-2026	2/2
(8) Mrs. Jeeratchaya Siriwattamon	Assistant Company Secretary and Head of Sustainability Working Group	2023-2026	2/2

The Board of Directors recognises the importance of the sustainable development. Therefore, in 2023, the Board approved to formalise the Sustainability Committee comprising Executive Director and Management, and setting out its duties and responsibilities to ensure that business operations meet the relevant sustainability standards.

The Sustainability Committee shall comprise a minimum of 3 members who are appointed by the Board, at least one member of which must be the Company's director. The term of office shall be 3 years. The Committee reports directly to the Board.

Duties and Responsibilities of the Sustainability Committee

1. To consider and set goals, policies, strategies, and action plans on sustainability that in line with the Company's business operations in the economic, social, and environmental dimension;
2. To identify key sustainability issues and update the Board of Directors regarding the sustainability development of the Company;
3. To monitor and supervise the management to take sustainability issues as part of the strategy formulation and annual plans as well as indicators of the Company's sustainability performance;

4. To supervise the disclosure of information regarding the Company's sustainability report to comply with relevant regulations;
5. To supervise the Company's operations with responsibility towards the economy, society, environment, and all stakeholders;
6. To take care of any matters assigned by the Board of Directors.

8.3.2 The duty performance of the sub- committees

Nomination Committee

In 2023, the Nomination Committee organised a total of 3 meetings and the summary of key points of the meeting are as follows:

- 1) Considered the nomination and selection of qualified and suitable person as replacement for the Board of Directors who resigned or retired by rotation
- 2) Considered the nomination and selection of qualified and suitable person to replace and/or succession of executive positions
- 3) Considered and proposed appointing the Sustainability Committee
- 4) Reported their duties to the Board of Directors

Remuneration Committee

In 2023, the Remuneration Committee organised a total of 2 meetings and the summary of key points of the meeting are as follows:

- 1) Considered and reviewed the appropriateness of the pattern and criteria of the remuneration, including determine the KPI's performance indicators of the executives
- 2) Reviewed the annual Directors' remuneration for the year 2024
- 3) Considered the 2023 annual bonus payment rate and the 2024 annual salary increase rate for employees
- 4) Reported their duties to the Board of Directors

Risk Management Committee

In 2023, the Risk Management Committee organised a total of 4 meetings and the summary of key points of the meeting are as follows:

- 1) Considered major risks of the Company, evaluated and proceeded with risk management in accordance with business
- 2) Supervised and promoted the risk management as planned
- 3) Considered the guidelines for personal data protection according to the Personal Data Protection Act B.E. 2562
- 4) Considered guidelines and established procedures for any construction and repair work in the factory area to prevent accidents
- 5) Considered the guidelines and measures to protect the organisation's computer network system, including defined the IT department's plans related to cyber security

Sustainability Committee

In 2023, the Sustainability Committee organised a total of 2 meetings and the summary of key points of the meeting are as follows:

1. Strategy, Direction and Operational Policy

The Company has set Strategy, Direction and Operational Policy to cover all dimensions namely:

- 1) **E** : Environmental
- 2) **S** : Social
- 3) **G** : Governance



2. Sustainability Projects to be consistent with policy and Organization's sustainable development plan

In 2023, the Company has implemented the Sustainability Projects to be consistent with policy and Organization's sustainable development plan, including in comply with ESG principles are as follows:



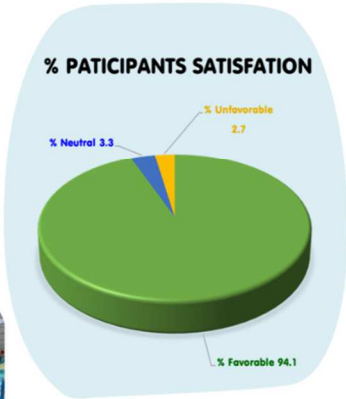
Project : Bans on Use of Styrofoam & Waste Separation Project



Overall Result :

Objectives & Benefits

1. Saving cost for company by reducing usage of plastic rubbish bags.
2. Conserving the environment save energy and reduce greenhouse gases.



Comply with **SUSTAINABLE DEVELOPMENT GOALS** :

- 11 SUSTAINABLE CITIES AND COMMUNITIES
- 13 CLIMATE ACTION
- 14 LIFE BELOW WATER
- 15 LIFE ON LAND



Project : LST Mangrove Planting



Objectives & Benefits of Mangrove Planting

1. Reducing CO₂ Emission.
2. Increasing O₂ into atmosphere.
3. Conserving the mangrove ecosystem.

Overall Result :

We planted 270 trees.

CO₂ Reduction ~2,500 kg CO₂ / Year

Reference : 1) Thailand Greenhouse Gas Management Organization (Public Organization) (TGO)
2) Green Globe Institute



Collaborate with :

- Royal Thai Army
- Hat Chao Mai National Park

Place :

- BANGPU
- Bangpoo Nature Education Center
- Shore of Hat Chao Mai National Park

Comply with **SUSTAINABLE DEVELOPMENT GOALS** :

- 13 CLIMATE ACTION
- 14 LIFE BELOW WATER
- 15 LIFE ON LAND



S
(Community)

Project : Shaded Awning for Kids



Objectives & Benefits

1. Reducing energy usage by shaded awning around school building & educating for Waste Separation to students.
2. Build good relationship with local communities & government sectors.



Comply with **SUSTAINABLE DEVELOPMENT GOALS** :

Collaborate with :

Children's Center,
Sirindhorn Royal College



G
GOVERNANCE

Project : The Implementation of Corporate Governance Code for Listed Companies



evaluated by :



Thai Institute of Directors

LST - Score of Corporate Governance

2023 = 96% or in 5-star "Excellence"

2022 = 90% or in 5-star "Excellence"

3. Goals Setting to be consistent with policy and Organisation's sustainable development plan

The goals for 2024 have been set to be consistent with policy and Organisation's sustainable development plan as follows:

Titles	Usage in 2023	Target in 2024
1. Water Resource Management (m ³ /tons product)	0.354	0.350
2. Waste Control and Pollution Reduction Management (kg/tons product)	0.557	0.550
3. Greenhouse Gas Emissions Reduction Management (tonCO ₂ -eq/tons product)	0.153	0.152