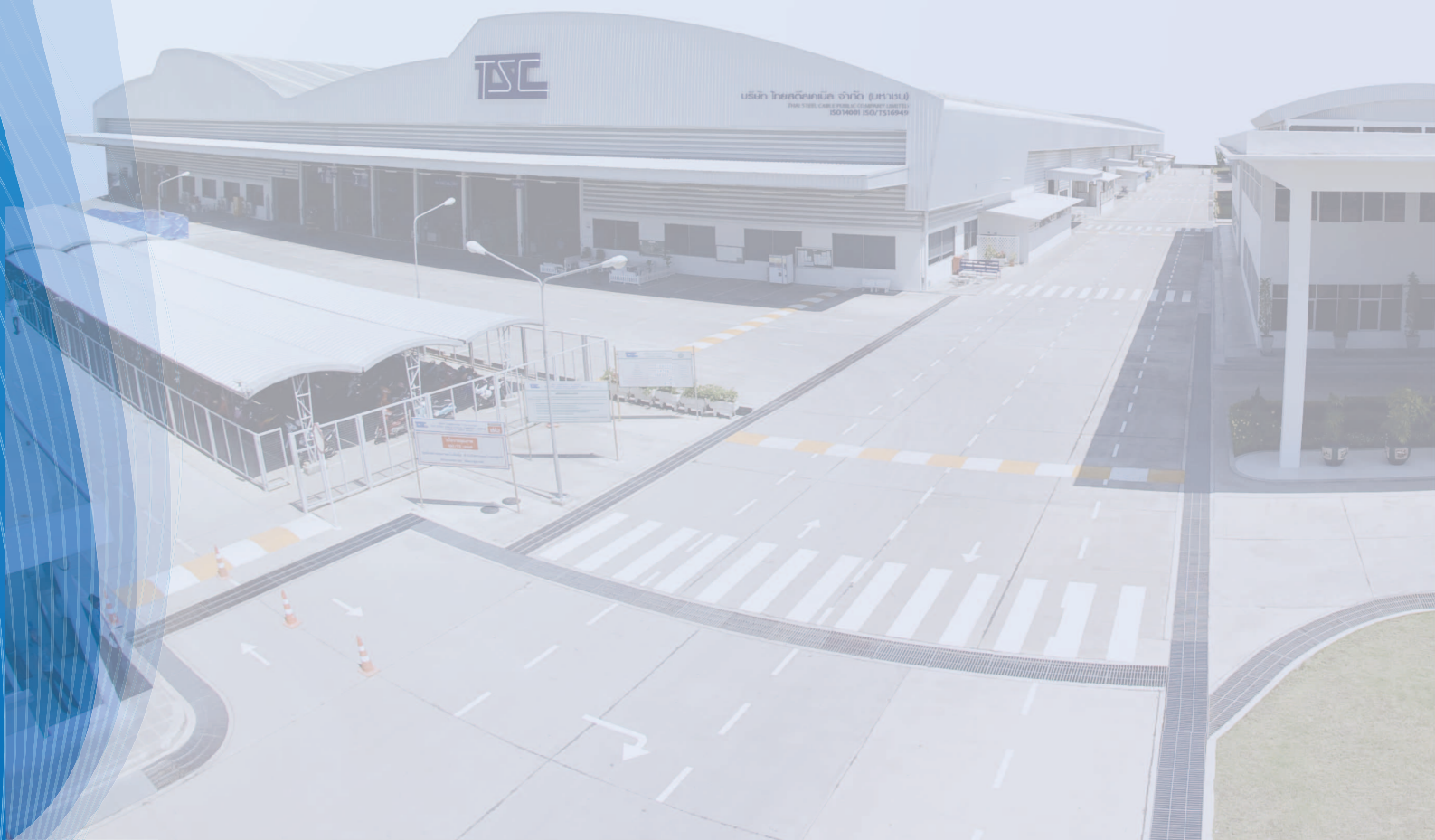




# Corporate Governance Handbook

# Thai Steel Cable PCL



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## VISION วิสัยทัศน์

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To be world class  
automotive part manufacturer  
เป็นผู้ผลิตชิ้นส่วนยานยนต์ระดับโลก

## MISSION ภารกิจ

---



**MARKET** - Expand to the world market  
ด้านการตลาด - มุ่งสู่ตลาดโลก



**R&D** - To be the world class designer  
ด้านการวิจัยและพัฒนาผลิตภัณฑ์ - มุ่งสู่การเป็นผู้ออกแบบระดับโลก



**ORGANIZATION** - To be the learning organization  
ด้านองค์กร - มุ่งสู่ความเป็นองค์กรแห่งการเรียนรู้



**PRODUCT** - To be product of world standard quality  
ด้านผลิตภัณฑ์ - พัฒนาสินค้าให้มีคุณภาพระดับโลก

Well-balance of work and life  
Maximum value to all stakeholders  
People and organization that grow together  
Moving forward at all time  
Promote good society

---

# PHILOSOPHY

## ปรัชญา



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สร้างสมดุลระหว่างการทำงานและชีวิต  
สร้างมูลค่าสูงสุดให้กับผู้เกี่ยวข้องทั้งหมด  
คนและองค์กรที่เติบโตไปพร้อมกัน  
ก้าวไปข้างหน้าอย่างไม่หยุดยั้ง  
ร่วมสรรค์สร้างสังคมที่ดี

People  
Society  
Environment  
Ethic  
Knowledge  
Quality

---

**VALUE**  
คุณค่า



---

คน  
สังคม  
สิ่งแวดล้อม  
จริยธรรม  
ความรู้  
คุณภาพ

# Introduction

# Corporate Governance Policy

The Company is committed to becoming a world-class automotive control cable manufacturer, creating organizational trustworthiness for stakeholders, increasing organizational values, and promoting its sustainable growth through business management which adheres to universal governance principles. The aim is to achieve business goals and preserve virtues which constitute fundamental values of leading organizations. Therefore, the Company has formulated and approved the “corporate governance policy” to uphold its corporate governance principles, which emphasize transparent, ethical and scrupulous business approach which is built on the foundation of business ethics. The aim is to adopt this as a good practice guideline of every director, executive and employee so that the Company can develop towards a truly sustainable organization.

The guideline for fostering compliance with the corporate governance policy and the code of conduct is as follows:

1. Every director, executive and employee shall observe the corporate governance manual of the Company, manage every level of business operation faithfully, and understand the corporate governance principles, which constitute good organizational culture.
2. Every director, executive and employee shall uphold virtues, treat stakeholders equitably, and perform various tasks to the best of their ability for the interests of the Company in a transparent, honest and auditable manner.
3. Every director, executive and employee can provide suggestions for improvement of the corporate governance policy of the Company in order to make it conform to business operating standards and universal standards as well as changing social needs.
4. The Company develops a training road map for every position so that the corporate governance manual can be studied and reviewed on a regular basis.
5. The Company supplements communication channels of the corporate governance manual with bulletin boards.

## Corporate Governance Policy (Continued)

6. Every executive is regularly briefed on the essence of the corporate governance manual at annual management meeting.
7. The Board regularly monitors policy compliance which is reported in the annual report form (Form 56-1) every year (starting from 2015) and performs an annual review of the corporate governance manual.

The Company manages and operates its business under the corporate governance principles while constantly recognizing the importance and its responsibility towards shareholders and stakeholders and appreciating full commitment and cooperation of all parties, including every director, executive and employee. In this regard, the Company publishes the corporate governance manual which contains information on the code of conduct of directors, executives and employees, the code of business conduct, and the code of conduct of the Investor Relation as well as pertinent policies and regulations. Such information is disseminated on the corporate website under the heading “Investor Information” and the document heading “Publication” so that directors, executives, employees and stakeholders can be kept informed.



# Fiduciary Duties Towards Shareholders

1. The Company shall endeavor to meet its business growth goals in terms of operating results and profit over a long term, whereby shareholders can attain benefits from its efficiency and satisfactory operating performance and business operations.
2. The Company shall respect the right of shareholders to be informed of necessary information so as to evaluate how their investment is being used to fund the business, whereby the Company shall be obligated to report clear and accurate information about its business management, financial status and operating performance to shareholders on regular basis according to the guidelines prescribed by the Office of Securities and Exchange Commission.
3. The Company shall uphold its policies relating to data storage, recordkeeping and bookkeeping arrangements so as to comply with relevant laws and generally accepted accounting principles.
4. The Company shall treat every shareholder equally in shareholders' meeting.

## Compliance with the Law and Relevant Rules and Regulation

The Company is committed to complying with all relevant laws, rules and regulations everywhere it operates and has established the following policies:

1. The Board of Directors (“the Board”), the Management, and all employees must comply with local laws, rules, regulations as well as customs and traditions of the country in which the Company operates.
2. The Board, the Management, and all employees must comply with the announcements and stipulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).
3. The Board, the Management, and all employees must comply with the Company’s rules and regulations.
4. The Board, the Management, and all employees must not assist, support or conspire to avoid any legal or regulatory compliance.
5. The Board, the Management, and all employees must cooperate with supervisory agencies as well as report information on violation of or non-compliance with existing laws or regulations.

## Advice About This Manual

1. Study its contents.
2. Study the contents related to your duties and responsibilities.
3. Regularly and constantly review the contents and your understanding of this manual.
4. If your performance relates to or affects the Company, share your knowledge and understanding with others.
5. When in doubt, consult your superior or Compliance and Investor Relation Department.
6. If you detect violation of the code of conduct, inform your superior or accountable persons.
7. Lend cooperation to investigations by assigned agencies or parties.
8. All superiors must lead in compliance with the corporate governance principles while promoting a proper work environment for employees and related parties to understand that such compliance is the right thing to do.

## Enforcement of This Manual

The Company has defined the duties and responsibilities of directors, the management, and all employees to acknowledge and comply with the policies and terms of this manual. All executives are to supervise, take responsibility for, and seriously take the promotion of their people's understanding and strict compliance with this manual.

The Company is to stringently obey the law while refraining from violating these corporate governance principles. If directors, the management, and employees violate these principles, they will face strict disciplinary punishment; if it is suspected that they have violated any law, regulation, rule, and requirement lay down by the public sector, they will be handed to public officials for prosecution.

If employees find it difficult to decide on any given matter or deal with any portion of the code of conduct not explicitly stated in the Company's code of conduct, they should ask themselves the following questions:

- 1) Is this action against the law?
- 2) Is this action against the Company's policy, its code of conduct, or its image?
- 3) Is this action going to severely affect the Company's stakeholders?

If employees detect violation of the law or the corporate governance principles, or both, they are to inform the Compliance and Investor Relation Department about it, and the Company will begin its probe while protecting whistle-blowers. (See details in the whistle-blower protection mechanisms.)

# Whistle-Blowing Measures and Whistle-Blower Protection Mechanisms

To ensure fair treatment of all stakeholders under the corporate governance principles, the Company has set up channels, suggestions, or recommendations indicating or risks of impacts on stakeholders arising from its business or from wrongful action or violation of the code of conduct, as well as from behavior implying corruption, unfair treatment, or careless action. Provide such leads directly or in a letter to:



**Thai Steel Cable Public Company Limited**  
700/737 Moo 1, T. Panthong, A. Panthong, Chonburi 20160  
(Chairman of Audit Committee/Board of Directors)



[www.thaisteelcable.com](http://www.thaisteelcable.com) (Whistle-blowing Notice Policy)



[ir@thaisteelcable.com](mailto:ir@thaisteelcable.com)



+66 38 447 200 – 15 Ext. 626



+66 38 185 025



Comment box (Red box) For all levels of employees.  
Send comments at office and plant buildings.

Tip-offs, complaints and recommendations will be taken up for consideration and resolved as deemed appropriate. Such issues will be dealt with on a case by case basis without revealing whistleblower's name. Moreover, such information will be kept confidential and a whistleblower protection program will be put in place in order to ensure that whistleblowers will not face any repercussion from the filing of such report.

## Whistle-Blowing Measures and Whistle-Blower Protection Mechanisms (Continued)

The Company recognizes the importance of the need to keep whistleblower's identity confidential and stipulates a procedure for receiving complaints and investigating such matters. Moreover, such complaints will be kept confidential among concerned individuals. The Company will use these tip-offs for the purpose of operational management and internal oversight, or they may be disclosed upon receiving a legitimate order, a court order and/or any order from SEC, SET, government entities and/or concerned regulatory bodies. In this regard, the Audit Committee will consider and report these cases to the Board, where appropriate, on a regular basis.

## Corporate Governance Principles

The Board of Directors is committed to ensuring achievement of business targets by the integration of environmental, social and governance (ESG) to achieve increased transparency and raise confidence among all shareholders, investors and all concerned parties as well as to create the sustainable value. Therefore, the Board stipulates the corporate governance policy which is divided into five sections and eight principles supported the Board of Directors in building a good corporate governance mechanism as follows:

# Section 1

## Rights of Shareholders

**“Shareholders exercise their ownership rights by controlling the Company through appointment of the Board to perform corporate duties on their behalf, and they have the right to make decisions which bring about major changes within the Company. Therefore, the Company encourages shareholders to exercise their rights.”**

### 1. Shareholders’ meeting

- 1.1 The Board encourages every group of shareholders, including institutional shareholders, to attend shareholders’ meeting.
- 1.2 The Board stipulates that the Company must provide information on date, time and venue as well meeting agenda along with explanations and reasons for each agenda item or requested resolutions as elaborated in an invitation letter to ordinary or extraordinary shareholders’ meeting, or as described in support documents attached to the meeting agenda. Moreover, it is required that the Company must refrain from any action which may limit shareholders’ opportunities to scrutinize its publicly disclosed information.
  - 1.2.1 Prior to meeting date, the Company must inform shareholders of the meeting program and agenda in advance through the information system of the Stock Exchange of Thailand (SET) as stated in the SET’s guideline. Moreover, the Company must disseminate an invitation letter to shareholders’ meeting and all pertinent information about various matters to be resolved at the meeting through the corporate website ([www.thaisteelcable.com](http://www.thaisteelcable.com)) in Thai and English under the heading “Investor Information” at least 30 days before the meeting date. The purpose is to provide shareholders with ample opportunities and time to scrutinize meeting information beforehand. Meanwhile, Thailand Securities Depository Co., Ltd., the Company’s registrar, is required to send out an invitation letter to shareholders’ meeting in printed form, which contains exactly the same information as shown on the website, to shareholders at least seven days or 14 days in some case before the meeting date in accordance with the SET’s



## Section 1

### Rights of Shareholders (Continued)

guideline. It is required that the invitation letter must describe facts, reasons and the Board's opinions for each agenda item as well as the meeting rule and attendance method. Also attached are pertinent documents containing complete and adequate information provided for shareholders' consideration. Furthermore, the notice of shareholders' meeting must be published in daily newspapers for at least three consecutive days before the meeting date as required by the law.

1.2.2 To expedite registration and encourage attendance of institutional investors, the Company must prepare proxy forms before the meeting date before the meeting date.

- 1.3 The Board fully facilitates the exercise of shareholders' rights to attend the meeting and cast their votes and refrains from taking any action which may limit shareholders' opportunities to attend the meeting. For example, meeting attendance for vote casting should not be too complicated or costly, and the venue should be easily accessible.
- 1.4 The Board provides shareholders with opportunities to propose an agenda item and nominate a candidate to be elected as a director at least three months prior to the last day of the accounting year. In this regard, a single shareholder or several shareholders holding at least three percent of total number of voting shares may propose an agenda item to the Board for consideration and inclusion in shareholders' meeting agenda, whereby shareholders must follow the guideline set out by the Company. Therefore, the Company will inform shareholders of communication channels and time period through the SET's information system and the corporate website ([www.thaisteelcable.com](http://www.thaisteelcable.com)) under the heading "Investor Information", and shareholders can also send their questions via this channel before the meeting date.
- 1.5 As an alternative for assignment of a proxy, the Board encourages shareholders to use a proxy form which allows each shareholder to direct his or her proxy how to vote and nominate at least one independent director.

## Section 1

### Rights of Shareholders (Continued)

- 1.6 The Company appoints Thailand Securities Depository Co., Ltd. as its share registrar in order to facilitate share registration for the convenience of shareholders.
- 1.7 Under the articles of association, it is stipulated that at each shareholders' meeting one-third (1/3) of directors shall vacate their office and an election shall be held to replace directors who are due to retire by rotation. Moreover, directors retiring by rotation can be reappointed to serve for another term. Shareholders have the right to elect directors by casting their votes under the following rule:
  1. Each shareholder is entitled one vote for each share.
  2. Each shareholder may cast his entire votes to elect one or several candidates as a director. However, he may not split votes unequally for any candidate.
  3. Candidates receiving the highest number of votes up to a required number of directors to be filled or elected at that time shall be appointed successively as directors. In case there is a tie vote between candidates receiving the lowest number of votes and the number of elected candidates exceeds the number of required directors, the Chairman shall cast the deciding vote.
  4. Shareholders' meeting may resolve to remove any director from office before the end of his term with votes not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the total number of shares must not be less than half of the number of shares held by shareholders attending the meeting and having the right to vote.

## Section 1

### Rights of Shareholders (Continued)

5. Besides, shareholders also have the right to remove any director from office before the end of his term with votes not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the total number of shares must not be less than half of the number of shares held by shareholders attending the meeting and having the right to vote.
  6. Furthermore, the Company also grants shareholders the right to consider and approve remuneration of directors and committee members. For this purpose, the Company also attaches documents which contain sufficient detailed background and remuneration information of each candidate for shareholders' consideration.
- 1.8 The Company stipulates an agenda item for appointment of auditors and their remuneration and proposes such matters for shareholders' consideration and approval at each annual shareholders' meeting. Moreover, the Company also attaches documents which contain sufficient details about auditors to be nominated and appointed and their remuneration for shareholders' consideration.
- 1.9 The Company disseminates newsworthy information through the SET's information system and the corporate website ([www.thaisteelcable.com](http://www.thaisteelcable.com) under the heading "Investor Information.")
- 1.10 The Company allocates profits to shareholders in a form of dividend. Under the dividend policy, the dividend payout ratio is at least 25 percent of net profit after deduction of all types of reserve funds as stipulated in the articles of association and the relevant law, provided that there is no other necessity and dividend payment will not have any significant impact on normal business operation. Pending dividend payment will be proposed to shareholders' meeting for consideration and approval, and dividends will be paid within one month after the date shareholders' meeting or the Board adopts the resolution, whatever the case may be. A notice of dividend payment must be sent to shareholders, and description of dividend payment must also be announced in newspapers.

# Section 1

## Rights of Shareholders (Continued)

### 2. Proceeding on the date of shareholders' meeting

- 2.1 The Board encourages the Company to apply technology for registration of shareholders, vote counting, and display of voting results at shareholders' meeting so that the meeting can be conducted expeditiously and accurately. Moreover, staffs are deployed to inspect documents more than one hour before the meeting begins.
- 2.2 Directors, executives and accounting auditors attend the meeting so that shareholders can have opportunities to ask questions. Before the meeting, the Chairman presides over the meeting, introduces directors and executives attending the meeting, and informs shareholders about vote casting and counting methods. Then, the meeting will follow the agenda as described in the invitation letter, and no other agenda item will be added
- 2.3 For each agenda item, the Company makes ballot forms available, arranges for vote counting, and announces voting results, which include votes for and against, abstention as well as voided ballot, so that the results can be made transparent and examined when someone raises an objection afterwards.
- 2.4 At shareholders' meeting, an arrangement is made so that a resolution can be adopted for each agenda item. In case an agenda item consists of various items, such as director's appointment which provides shareholders opportunities to cast votes for each director. In this instance, a candidate's name is proposed and shareholders cast their votes to elect one director at a time.
- 2.5 The Board encourages the Company to appoint independent persons as vote counters and inspectors and to introduce them to the meeting, so the information can be recorded in minutes of meeting.

## Section 1

### Rights of Shareholders (Continued)

- 2.6 The meeting chairman allots a suitable length of time and encourages shareholders to express their opinions and ask questions about the Company. Key questions and opinions will be recorded in minutes of meeting.
- 2.7 All types of director's remuneration, such as meeting allowance and gratuity payment, are regularly proposed for shareholders' consideration and approval every year.
- 2.8 The Company shall not add any item in annual general shareholders' meeting agenda or shall not change vital information without informing shareholders in advance. Moreover, shareholders are also given opportunities to express opinions and ask questions at the meeting, and points of discussion will be recorded in minutes of meeting in detail.
- 2.9 By choosing easily accessible meeting venue, the Company facilitates attendance at shareholders' meeting and encourages every shareholder to attend the meeting.
- 2.10 The Company holds shareholders' meeting at least once year and designates Thailand Securities Depository Co., Ltd., the Company's registrar, to send invitation letters to shareholders' meeting to shareholders in advance and post this notice on the corporate website in Thai and English so that shareholders can scrutinize the information beforehand.

#### **3. Preparation of meeting minutes and disclosure of resolutions adopted at shareholders' meeting**

- 3.1 The Company announces meeting resolutions through the SET's information system within the following day and discloses the number of favorable, dissenting, abstained votes and voided ballot under each agenda item.
- 3.2 The minutes of shareholders' meeting record the explanation given to the meeting about the vote casting procedure and the method for declaration of voting results before the meeting proceeds. At the meeting, shareholders are given opportunities to raise issues and ask questions. Moreover, minutes of meeting also record questions and answers and voting results for each agenda item, including favorable, dissenting, abstained votes and agenda

## Section 1

### Rights of Shareholders (Continued)

item, including favorable, dissenting, abstained votes and voided ballot, as well as names of directors attending the meeting and those not present at the meeting. This Thai and English minutes of meeting must be sent to the Stock Exchange of Thailand and concerned entities within 14 days from the meeting date and must be published on the corporate website ([www.thaisteelcable.com](http://www.thaisteelcable.com)) under the heading “Investor Information” for review by shareholders.

## Section 2

# Equal Treatment of Shareholders

**“Every shareholder, including executive and non-executive shareholders as well as foreign shareholders, shall be treated in a fair and equitable manner, and minority shareholders whose rights have been infringed shall be given opportunities to receive compensation.”**

### 1. Information disclosure before the meeting

- 1.1 The Board stipulates that the Company must announce meeting schedule and agenda, notify the Stock Exchange of Thailand of the Board’s opinions, and publish such information on the corporate website not less than 28 days before the scheduled date of shareholders meeting.
- 1.2 The Board stipulates that the Company must inform shareholders of the meeting rule, including voting procedure and voting rights for each type of share. The Company has only ordinary shares.
- 1.3 An entire invitation letter to shareholders’ meeting is made in English, and the English version is sent along with the invitation letter in Thai.
- 1.4 The Board provides shareholders opportunities to propose a name of director candidate for consideration in advance for appointment. In this regard, the Company informs shareholders of communication channels and a time period for accepting the nomination through its website ([www.thaisteelcable.com](http://www.thaisteelcable.com)) under the heading “Investor Information,” and it also informs shareholders of this information through the SET’s information system.

### 2. Date of shareholders meeting

- 2.1 Shareholders are granted equal voting rights based on the number of shares in their possession.

## Section 2

# Equal Treatment of Shareholders (Continued)

### 3. Protection of the rights of minority shareholders

- 3.1 Executive shareholders must not add any agenda item which has not been announced in advance unnecessarily, especially an agenda item which shareholders need to scrutinize before making a decision.
- 3.2 The Board grants shareholders opportunities to exercise their rights to appoint an individual director.

### 4. Protection of internal data use

The Board emphasizes the importance of overseeing internal data use which is instrumental in fostering good corporate governance. Therefore, the Company formulates the internal data protection policy so as to safeguard usages of vital internal data, which have not yet been disclosed to the general public, to serve one's own interests and the interests of others. Moreover, the Board also announces such guideline that is binding on every director, executive and employee. It is stipulated that every director and executive must dutifully report share ownership as required by the law, and such report must be regularly submitted to the Board and published in an annual report.

### 5. Personal interests of directors

- 5.1 The Board stipulates that directors must report their personal interests before the relevant agenda item is scrutinized and recorded in minutes of board meeting.
- 5.2 The Board stipulates that any director who has significant interests which may prevent him or her from presenting independent opinions must be barred from participating in discussion and consideration of the related agenda item.



## Section 3

# Roles of Stakeholders

**“Stakeholders shall be provided for by the Company in accordance with their entitlements under relevant laws. The Board deliberates setup of a process that promotes cooperation between the Company and stakeholders in connection with the creation of wealth, financial security and business sustainability.”**

### 1. Stipulation of the stakeholders treatment policy

- 1.1 The Board clearly stipulates the code of conduct applicable to each group of stakeholder and implements the followings:
  - 1.1.1 Systematically define the scope for customer care in terms of health, safety, and compensation for usage of goods or services during useful life of a product.
  - 1.1.2 Define steps and methods for selection of trade partners or contractors.
  - 1.1.3 Undertake systematic implementation to ensure that the Company’s value chain is environmentally friendly and to foster sustainable development.
  - 1.1.4 Build good rapport with the community where the Company’s business premise is located.
  - 1.1.5 Engage in the Private Sector Collective Action Coalition Against Corruption’s activities, and support activities that encourage every employee to comply with relevant laws and bylaws.
  - 1.1.6 Stipulate the method and guideline for addressing the rights of creditors in a fair manner.
  - 1.1.7 Treat employees and workers fairly, and pursue efforts to build employees’ knowledge and potential.
- 1.2 The Board arranges to provide the process and channel for receiving and openly addressing stakeholder’s complaint on the corporate website ([www.thaisteelcable.com](http://www.thaisteelcable.com)) under the heading “Investor Information” or in annual report.

## Section 3

### Roles of Stakeholders (Continued)

#### **2. Disclosure of policy compliance and sustainability report**

- 2.1 The Company discloses various activities that demonstrate its implementation according to the aforesaid code of conduct.
- 2.2 The Board advises the Company to publish a sustainability report on the subject of corporate social responsibility apart from annual report (starting from 2015). The report shall be an integrated report by combining economic, social and environmental sustainability.

## Section 4

# Information Disclosure and Transparency

**“The Board ensures that the Company fully discloses vital information, both financial and non-financial information, about the Company, in a timely and transparent manner via equitable, easily accessible and credible channels.”**

### 1. Information disclosure

- 1.1 The Board has a mechanism to ensure that information disclosed to investors is not misunderstood by investors and is sufficient for investors to make a decision.
- 1.2 The Board publishes a summary of the corporate governance policy, the code of business conduct, the risk management policy, and the environment and social responsibility policy as well as respective compliance and non-compliance outcomes as well as reasons for compliance and non-compliance via various channels, such as annual report and corporate website.
- 1.3 The Board publishes its accountability report along with financial reports and the auditor’s report in annual report.
- 1.4 The Board advises the Company to publish Management Discussion and Analysis (MD&A) to supplement the disclosure of quarterly financial statements so that investors can be informed and have better understanding of changes in financial standing and operating performance of the Company in each quarter, instead of providing only figures in the financial statements for consideration.
- 1.6 The Board oversees the disclosure of information on roles and duties of the board of directors and various committees, the number of meetings, and attendance records of each board and committee member in the previous year as well as their opinions and professional training and development in annual report.
- 1.7 The Board discloses the remuneration policy, including forms and characteristics of compensation, for directors and senior executives whose remuneration commensurates with the duties and responsibilities of each individual. Disclosed remuneration also includes compensation received from a position in a committee.

## Section 4

# Information Disclosure and Transparency (Continued)

- 1.8 Clearly disclose information about share ownership of directors and executives. Stipulate a policy that requires directors and executives to report connected transactions and personal interests in accordance with the personal interest reporting policy which is applicable to directors, executives and relevant individuals. The purpose is to prevent conflict of interest of directors and executives as prescribed in the code of conduct guideline concerning conflict of interest. Report these matters to the Chairman and include these in quarterly meeting agenda for the Board's acknowledgment.
- 1.9 There is no order issued by the Stock Exchange of Thailand and the Office of Securities and Exchange Commission which require rectification of financial statements.

### **2. Minimum disclosure of information on the corporate website**

2.1 Aside from the disclosure of information as required under the stipulated guideline via the Stock Exchange of Thailand's channel, Annual Information Disclosure Form (Form 56-1), and annual report, the Board also supports regular information disclosure and update in Thai and English via other channels, such as the corporate website. At a minimum, the corporate website should have the following information and regularly updated information as well.

2.1.1 Vision and mission.

2.1.2 Business description.

2.1.3 Names of directors and executives.

2.1.4 Financial statements, statement of financial position, and operating performance in current and previous years.

2.1.5 Downloadable Form 56-1 and annual reports.

2.1.6 Other information or documents shared with analysts, fund managers or other media

## Section 4

### Information Disclosure and Transparency (Continued)

- 2.1.7 Shareholding structure, including direct and indirect share ownership
- 2.1.8 Corporate group structure, including subsidiaries and joint ventures as well as special purpose enterprises/vehicles (SPE/SPV) (if any)
- 2.1.9 Major shareholder groups that have direct and indirect ownership at least five percent of all fully paid voting shares
- 2.1.10 Direct and indirect shareholdings of directors and senior executives
- 2.1.11 Invitation letter to ordinary and extraordinary shareholders' meeting
- 2.1.12 Articles of association and shareholder group's agreement (if any)
- 2.1.13 Corporate governance policy
- 2.1.14 Risk management policy and approaches
- 2.1.15 Charters, duties and responsibilities, qualifications and term of office of the Board as well as matters requiring the Board's approval
- 2.1.16 Charters, duties and responsibilities, qualifications and term of office of the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Governance Committee
- 2.1.17 Code of conduct for employees and directors as well as code of conduct of the Investor Relation
- 2.1.18 Contact information of those concerning with the Investor Relation's works, analysts and relevant authorities. For more information, investors can contact Compliance and Investor Relation Department

## Section 4 Information Disclosure and Transparency (Continued)

Responsible person:	Mrs. Kasita Pitaksongkram (company secretary)
Tel:	(038) 447200-15 ext. 626, 412
Fax:	(038) 185 025
Email:	<a href="mailto:ir@thaisteelcable.com">ir@thaisteelcable.com</a>
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## Section 5

# Accountability of Directors

**“The Board plays critical roles in overseeing the business in the best interests of the Company. Moreover, they shall be accountable to shareholders and free from the management’s intervention.”**

### 1. Board structure

- 1.1 The Board stipulates that a board of directors is composed of members who have diverse backgrounds in terms of specialized skills, experiences and competencies, which are beneficial to the Company. Moreover, it is stipulated that at least one director must have experience in core business or industry in which the Company operates. The Board stipulates that the board composition diversity policy and a period of tenure of each director must be disclosed in annual report and on corporate website.
- 1.2A board has a suitable size and consists of at least five members, but not more than 12. Directors must have sufficient experience, knowledge and competency to perform their duties efficiently.
- 1.3 A board consists of independent directors who can freely give their opinions about the management’s performance. The number of independent directors conforms to the SEC’s announcement.
- 1.4 The Board scrutinizes backgrounds of individuals who are qualified to be “independent director” to ensure that independent directors are truly independent and possess suitable characteristics in line with unique characteristics of the Company. The independence of directors must at least conform to the requirements prescribed by the SET and SEC. In case reappointment of an independent director is required, the Board will consider such necessity reasonably.
- 1.5 The duties and responsibilities of chairman and managing director are different. The Board clearly defines the purview of chairman and managing director. To avoid granting unlimited power to one person, positions of chairman and managing director should be held by different individuals

## Section 5

### Accountability of Directors (Continued)

- 1.6 The Board stipulates a guideline for dealing with a director holding a position at other company by scrutinizing performance efficiency of any director holding positions in several companies in order to ensure that such director can sufficiently devote his or her time to fulfill required duties in the Company. In this regard, the number of companies in which each director is allowed to assume positions should be suitable for business characteristics or conditions of the Company. However, it should not be more than five listed companies. This is because such director may be able to perform his or her duties less efficiently if the number of companies is excessive. Moreover, public disclosure of this guideline is deemed appropriate.
- 1.7 The Board formulates a clear policy and guideline concerning managing director and senior executives holding the position of director in other companies. This guideline clearly stipulates type of director and the number of companies where directors are permitted to assume positions. However, directorship in other companies must be approved by the Board beforehand.
- 1.8 The Board has company secretary whose duty is to give advice on legal matters and bylaws where appropriate, to oversee the Board's affairs, and to follow up and coordinate actions to be taken in compliance with board resolutions. Therefore, the Board stipulates suitable qualifications and experience for a candidate who is suitable for the roles and duties of the company secretary. Moreover, qualifications and experience of the company secretary must be publicly disclosed in annual report and on corporate website.
- 1.9 The company secretary regularly receives training and attends knowledge enhancement programs, particularly legal and accounting matters or his or her functional roles.



# Section 5

## Accountability of Directors (Continued)

### 2. Committees

Besides the Audit Committee which must be appointed in compliance with the SET's requirements, the Board should also consider establishing other committees to ensure good corporate governance as follows:

#### **(1) Nomination and Remuneration Committee**

It is incumbent upon the Nomination and Remuneration Committee, which is entirely composed of independent members, to consider a guideline and process for selection of qualified individuals to fill director and senior executive positions as set out by the recruitment process. The committee is also responsible for determining the guideline on forms and payment of compensation of directors and senior executives. In addition, they are also required to present their opinions to the Board. In this regard, it is incumbent upon the committee to approve remuneration of senior executives which will be proposed at shareholders' meeting which will appoint members of the committee. Moreover, remuneration of directors must be proposed to shareholders' meeting for approval.

#### **(2) Corporate Governance Committee**

It is incumbent upon the Corporate Governance Committee to support the Board's affairs relating to the oversight of the Company's operation under the corporate governance principles. Accordingly, the Board adopts a policy to promote the application of the corporate governance principles in the administration and the fulfillment of duties of directors, executives and employees in a coherent manner. Therefore, the organization will be managed in a transparent, efficient and auditable manner, and every group of stakeholders will be treated equitably. As a result, the Company can instill confidence among shareholders, investors and stakeholders.

## Section 5

# Accountability of Directors (Continued)

### (3) Risk Management Committee

It is incumbent upon the Risk Management Committee to formulate a risk management policy which applies to the entire organization and to oversee the risk management system or process in order to mitigate repercussions on the Company's business.

#### **All committees described above operate under the following principles:**

1. If the Board appoints any person as an advisor to the Board, the information about the advisor, including independence status and conflict of interest, must be disclosed in annual report.
2. The Chairman of the Board must not be a chairman or a member of any committee in order to ensure that the committee can function independently.
3. To ensure that these committees can fulfill their duties efficiently and achieve their objectives under their purview as designated by the Board, meetings will be held twice a year so that they can consider and discuss about various matters and take any action within their purview.

### **3. Roles, duties and responsibilities of the Board of Directors**

3.1 The Roles, duties and responsibilities of the Board of Directors include the followings:

- (1) Scrutinize and approve vital matters relating to the Company's operation, such as vision and mission; financial strategy and goals; as well as operational risks, plan, and budget, while taking into account the company's ecosystem, stakeholder engagement, and environmental and social responsibilities until such become the corporate culture.
- (2) Monitor and oversee the management to ensure that stipulated policies and operational plan are implemented efficiently and effectively.

## Section 5

### Accountability of Directors (Continued)

- (3) Internal control and risk management as well as complaint handling mechanism and actions to be taken after a wrongdoing is exposed.
- (4) Oversee long-term business continuity and succession plan.

The roles of the Board of Directors is clearly defined in 3 groups as follows:

- (1) Matters for which the board has primary responsibility, such as defining objectives and business model, strengthening an effective board structure and practices conducive for achieving the company's objectives.
- (2) Matters involving shared responsibility of the board and management, such as formulating and reviewing policies and strategies plans and targets, ensuring robust system for risk management and internal control.
- (3) Matters that the board shall assign primary responsibility to the management, such as the approved task, decision making in procurement and recruitment.

3.2 Formulate and adopt a corporate governance policy and a charter of the Board of Directors which state their duties and responsibilities, and regularly review such policy and its compliance as well as the roles of the board and management at least once a year.

3.3 Support the formulation of a written code of business conduct so that every director, executive and employee understands ethical standards applicable to the Company's business. It is incumbent upon the Board to ensure stringent compliance with such code of conduct.

3.4 Scrutinize conflict of interest issues so that a clear approach is provided for the consideration of transactions marred by potential conflict of interest and the implementation that primarily focuses on the interests of the Company and shareholders. Moreover, the Board also ensures that information disclosure of transactions marred by potential conflict of interest fully and properly adheres to the prescribed stipulation.

## Section 5

### Accountability of Directors

#### (Continued)

- 3.5 Arrange the development of an internal control system for operational control, financial reporting and compliance with regulations and policies. Ensure that individuals or their unit can freely perform their pertinent tasks relating to examination of the control system. Moreover, it is required that critical systems must be reviewed at least once a year, and review results must be disclosed in annual report.
- 3.6 Formulate a risk management policy throughout the organization. It is incumbent upon the management to implement such policy and regularly report implementation outcomes to the Board. The risk management system and its efficiency must be reviewed at least once a year, and relevant information must be disclosed in annual report and must be reported whenever there is any change to the risk level. Moreover, special considerations should be given to advance warning and irregularities.
- 3.7 The Board or the Audit Committee publishes its opinions about the adequacy of the internal control system and risk management in annual report.
- 3.8 Formulate a clear approach for dealing with those desiring to report any irregularity or stakeholders through the website or direct report to the Company. The Chairman of the Audit Committee is designated as a reporting channel so that he can issue an order to examine relevant information in accordance with the process prescribed by the Company and can report results to the Board.
- 3.9 Make arrangement to set up an internal audit unit to examine operational systems of every work unit so that the management and stakeholders can be assured that the existing control system functions properly and consistently. Seek to identify shortcomings and weaknesses, and develop the existing system to enhance its efficiency. It is required that the Internal Audit Division must be independent and can fully perform its duties. The Internal Audit Division reports directly to the Audit Committee.

## Section 5

### Accountability of Directors (Continued)

- 3.10 Oversight of the company's strategies, policies, business plans and budgets, including IT governance and encouraging innovation and use of technology to support sustainable value creation.
- 3.11 Oversight of the company's communication and disclosure policy to protect the company's sensitive and confidential information.
- 3.12 Monitor financial liquidity and debt servicing ability, establishing a mechanism to support operations under tight financial constraints, and report to the Board of Directors regularly.
- 3.13 Demonstrate a thorough understanding of the company's shareholder structure and its impact on the control and management of the company.

#### 4. Board meeting

- 4.1 The Company schedules and prepares board meeting agenda in advance and informs each director of such schedule so that directors can make time to attend the meeting.
- 4.2 As deemed suitable for its duties and responsibilities and business characteristics of the Company, the Board determines that a number of board meetings must be at least six times a year. If the Company does not hold a meeting every month, it should submit an operational report to the Board for the month that no meeting is held so that the Board can continually perform its oversight of the management's performance in a timely manner.
- 4.3 Meeting documents must be sent to directors at least seven days in advance of board meeting.
- 4.4 Every director should attend at least 75 percent of the total number of meetings required by the Board within a period of one year

## Section 5

# Accountability of Directors (Continued)

- 4.5 The Chairman allots enough time for the management's presentation so that directors can have prudent discussion about important issues. The Chairman supports the exercise of good judgment, and every director should be attentive to every issue raised at the meeting, including governance and oversight issues.
- 4.6 The Board encourages the Managing Director to invite senior executives to attend board meeting to provide more details, for they are directly involved in various issues, so that directors can have opportunities to meet senior executives and gain information for consideration of succession plan.
- 4.7 The Board can obtain additional information from the Managing Director, company secretary or other executives who are designated to perform tasks under the stipulated policy. If necessary, the Board may solicit independent opinions from advisors or outside professionals, whose service charge is an incurred expense borne by the Company.
- 4.8 It is the Board's policy to encourage non-executive directors to seek opportunities to hold separate meetings as needed to discuss about management issues, in which they are interested, without the management's presence. Moreover, the Managing Director should be informed of meeting outcomes.
- 4.9 The Board shall hold extraordinary meetings without the management and report the result of the meeting to the Managing Director.

### **5. Self-assessment of the Board**

- 5.1 The Board and committees are required to regularly conduct an annual self-assessment so that they can collectively consider their performance and problems for further improvement. For this purpose, benchmarks should be defined as a basis for a methodological comparison of the performance.

## Section 5

# Accountability of Directors (Continued)

5.2 The performance assessment of the Board applies to the entire board and individual members. The criteria, procedure and assessment results are disclosed in annual report..

### 6. Remuneration

6.1 Remuneration of directors is set at levels which are comparable with those in related industries, experience, duties, and the scope of accountability and responsibility as well as benefits to be gained from each director by considering the remuneration of directors under the approval from the shareholders' meeting.

6.2 Remuneration of directors adheres to the principle and policy which are stipulated by the Board within the framework approved by shareholders' meeting in the best interest of the Company. The remuneration including salary, bonus and incentives, corresponds to performance of each director, but shareholder benefits must also receive attention.

6.3 Remuneration of Chief Executive Officer and executive management, Nomination and Remuneration Committee has indicated the principle and compensation policy that are appropriate to the responsibilities as to propose to the Board of Directors. The remuneration adjustment based on the company's performance and the performance of individual executives.

### 7. Development of directors and executives

7.1 The Board supports and facilitates training and knowledge building of concerned individuals in the corporate governance system of the Company, such directors, audit committee members, executives, and company secretary, for the purpose of operational enhancement. Training and knowledge building programs may be conducted internally, or they may be arranged by an outside institution.

7.2 Whenever a new director is appointed, the Board designates the company secretary to prepare documents and useful information related to fulfillment of duties the new director and organizes an orientation

program that introduces the new director to business characteristics and operational approach of the Company.

## Section 5

### Accountability of Directors

7.3 The Board requires that the Managing Director must regularly report information about development and succession plans. Essentially, the Managing Director and senior executives should prepare this succession plan to ensure continuity carried out by potential successors in case they can no longer perform their duties.

7.4 The Board arranges for provision of an executive development program and the Managing Director is required to regularly report various activities every year and consider these whenever the succession plan is reviewed.

#### **8. Director recruitment**

The Board emphasizes the importance of the recruitment of directors and independent directors and stipulates a policy requiring that the Board must consist of qualified individuals with diverse professional backgrounds who can give most suitable and comprehensive advice on business operation. The Nomination of directors has to consider the skills are lacking first and in line with the strategy of the business as process that have been disclosed in advance.



# Director Orientation and Training

The Board recognizes the importance of director orientation and training programs. This policy is summarized as follows:

1. Every new director is required to receive orientation. The Board designates the company secretary to present documents and useful information for fulfillment of duties of new directors, including director of listed company manual, corporate governance manual (including the Company's code of conduct), articles of association, capital structure, shareholder structure, operating performance, legal provisions, good practice guideline, relevant bylaws, and director training programs as well as other information relating to the Company's business operation. The purpose is to enhance knowledge and understanding of every director who assumes office for the first time about the Company's business and operational aspects.
2. Designate the Company to arrange new directors' visit to company facilities in order to enhance their understanding about the Company's business.
3. Support directors to regularly receive training on topics or in programs that will enhance their understanding about pertinent roles, duties and functions under the good governance work plan. Directors can attend training programs at the Thai Institute of Directors (IOD) or relevant entities. The Company will bear all expenses arising from these programs in order to achieve continuous performance improvement.
4. Designate the company secretary to regularly report the Board with review results related to the director of listed company handbook, the corporate governance manual (including the Company's code of conduct and policies), legal provisions, good governance guideline, and relevant bylaws.

# Scope and Authority of the Board of Directors and Management

1. Perform the duties in accordance with the law and the Company's objectives and articles of association as well as legitimate resolutions of shareholders' meeting with integrity and prudence in order to protect the interest of the Company and serve the best interest of shareholders.
2. Scrutinize and approve the appointment of a person with required qualifications and prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the securities and exchange law as well as relevant notifications, bylaws and/or regulations, in case a Director's seat is vacated due to any reason other than retirement by rotation.
3. Scrutinize and select a candidate nominated by the Nomination and Remuneration Committee for the position of independent Director based on review of required qualifications and prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the securities and exchange law as well as relevant notifications, bylaws and/or regulations, so that such nomination will be proposed to a Board meeting and/or shareholders' meeting for approval and appointment as an independent Director of the Company.
4. Scrutinize the appointment of the Audit Committee by reviewing qualifications set out in the securities and exchange law as well as notifications, bylaws and/or regulations of the Stock Exchange of Thailand.
5. Scrutinize and approve the appointment of an executive by examining a candidate nominated by the Nomination and Remuneration Committee. Scrutinize and approve appointment of managing Director, prescribe the scope of authority and duties of managing Director, and authorize managing Director to act on behalf of the Company in regard to its normal business operation.
6. Consider and approve management structure of the Company as appropriate.
7. The Board of Directors shall have the power to consider, select and revise the list of authorized signatory Directors of the Company.
8. Scrutinize the appointment or designation of one or several Directors to act on behalf of the Board of Directors where appropriate; and able to revoke, amend or modify such power.

## Scope and Authority of the Board of Directors and Management (Continued)

9. Consider and approve a dividend policy of the Company and principal policies for investment in subsidiaries, joint venture companies and related companies.
10. Consider and approve the interim dividend payment to shareholders when the Company deems it has sufficient profit to do so, and notify shareholders' meeting of such payment at the next shareholders' meeting for acknowledgement.
11. Consider and approve significant matters, such as corporate governance policy, execution of connected transactions or related party transactions as well as acquisition or sale of assets of a listed company in accordance with relevant notifications, rules and/or regulations of the Stock Exchange of Thailand.
12. Consider and approve various matters that require shareholder meeting's approval in accordance with statutory provisions.
13. Consider and approve the following matters ;
  1. Policy, business strategy and guidelines, targets, plans and annual budget of the Company.
  2. The Company's quarterly business performances that compare with plan and budget and consider the trends of next year.
  3. The investment for the annual non-budgetary project or authority.
  4. Spending on the investment capital at 10% in excess of the investment budget in the approved project and 10% in excess of the other investment budgets that are not the project investment budget.
  5. Purchase and sale of assets, purchase of business and the participation in the co-investment project that is not contradicted to the Stock Exchange of Thailand's criteria and not exceeding in authority of executives.
  6. The transaction or any actions that shall impact to the Company's financial status, debt, business strategy, and reputation.
  7. Any contract execution that is not related to the normal business operation and the contract related to the major regular business operation.
  8. Inter-related transaction between the Company, subsidiaries, associated companies and the related persons in part of the transactions that are not meet with the requirements of the Stock Exchange and the Securities and Exchange Commission.
  9. Any transactions effecting the Company's capital structure at the debt ratio against the capital that is exceeding 1.5:1.

# Scope and Authority of the Board of Directors and Management (Continued)

10. Payment of the interim dividends.
11. The change of policy and practices with the significance related to the accounting, risk management, and internal audit.
12. Employment of executives.
13. Determine and change of the approval authority to executives.
14. The appointment and the termination of the Board of Directors and company secretary status.
15. Authorization and duties for Managing Director, management, or one of Director including the revision of authorization. However, this must not be in contradiction with the criteria and requirements of the Stock Exchange and Securities and Exchange Commission.
16. The appointment and the determination of authority of the Sub-committee.
17. Arrangement and control the management with the corporate governance principle.
18. Approval to change and modify the organizational structure in level of Managing Director or higher.
19. Any other actions to be in accordance with laws, objectives, Articles of Association and resolutions of the meeting of shareholders.

## **Chairman of the Board of directors**

1. To be a chairman for the Board of directors meeting.
2. To be a chairman in the Annual General Meeting and control the meeting according to concerned regulations.
3. Encourage the corporate governance principle of directors.
4. Perform duties as defined by law as a function of the Chairman.
5. Ensure communications between directors and stakeholders are effective.

## **Sub-committee**

Sub-committees consists of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Risk Management Committee. Scope and authority of Sub-committees refer the charters that were approved by the Board of directors meeting (Detail as [http://www.thaisteelcable.com/investor information th.php?id=3 &subid=1 0](http://www.thaisteelcable.com/investor%20information%20th.php?id=3%20&subid=1%20) )

# Scope and Authority of the Board of Directors and Management (Continued)

## Management

Management refers to Chief Executive Officer, Managing Director, Senior General Manager, and General Manager.

Management's purview is to take actions as mandated by the Board of Directors in accordance with the Company's regulations and articles of association. However, such empowerment does not mean that the management is permitted to approve transactions in which they or other persons may have stakes in board decisions or conflict of interest in any other manners with the Company or its subsidiaries. Usually, such transaction must be resolved by board meeting and/or shareholders' meeting (whatever the case may be), which contemplates this in accordance with the articles of association or relevant laws, except approval required to run the Company in its normal course of the business, which has a clearly defined scope. The scope of the management's purview can be summarized as follows:

1. Responsible for management tasks typically required for the Company's business operation.
2. Administer internal affairs and develop work systems for various functions of the Company.
3. Plan and formulate internal projects of the Company.
4. Formulate various policies required for normal business operation.
5. Determine management structure together with the Board of Directors.
6. Supervise, liaise and monitor the operation; determine work units and positions; define roles and responsibilities; and assign administrative duties in a suitable and efficient manner.
7. Formulate sensible and appropriate management control approaches to ensure efficient goal achievement as set out by the Company's policy.
8. Manage day-to-day business operation and undertake routine management tasks according to policies, goals, rules and regulations set out by the Board.
9. Manage business operation as directed by board meetings' resolutions under approved budget in a prudent and honest manner, and protect the interests of the Company and shareholders to the best of its abilities.
10. Regularly present progress report on actions directed by board resolutions and key performance results of the Company at scheduled board meetings.

## Scope and Authority of the Board of Directors and Management (Continued)

11. Manage business operation under corporate governance principles.
12. Must not operate business or engage in business operation which is similar to that of the Company or competes against the Company – whether this is undertaken to serve one’s own interest or the interests of others, except in case a superior or the Board learns of such information and determines that such business can be undertaken.

# Criteria for Selection and Procedure for Appointment of New Directors

## Selection Criteria

The Company selects a director from two channels described below:

1. The Nomination and Remuneration Committee nominates a qualified individual through screening of potential candidates in the director's pool of the Thai Institute of Directors. If the committee cannot find any candidate that matches requirements of the Company, it will then search candidates from other sources.
2. Shareholders nominate qualified candidates.

### Procedure for appointment of new directors

Once names of new director candidates are obtained, the Board's secretary will table this motion at the Nomination and Remuneration Committee's meeting so that basic qualifications and other support information can be considered.

If the Nomination and Remuneration Committee endorses a candidate, the candidate will be presented to the Board of Directors for approval. Then, his name will be further proposed to shareholders' meeting for approval.

Director appointment must be endorsed by annual general shareholders' meeting as scheduled below:

Period	Activity
August – November	Inform the secretary of the Nomination and Remuneration Committee of the name of suitable candidate.
November	The Nomination and Remuneration Committee scrutinizes the candidate. The Nomination and Remuneration Committee proposes the candidate to board meeting. The Board of Directors endorses the candidate and proposes him or her at annual general shareholders' meeting.
January in the following year	The annual general shareholders' meeting considers and endorses the candidate.

# CEO Assessment

CEO Annual Assessment is evaluated by the Board of Directors. Then the company secretary is collected and proposes to the Board of Directors for approval. The assessment comprised 10 issues as followed:

1. Leadership
2. Strategy formulation
3. Compliance with the strategic plan
4. Planning and the financial performance
5. Relations with directors
6. Relations with the outside
7. Administration and relationship with the employees
8. Succession plan
9. Knowledge of products and services Conduct.
10. Privacy qualifications

The results will be improved the performance of the CEO as per procedure.



# **Code of Conduct of the Board of Directors, the Management and Employee**

# 1. Code of Conduct of the Board of Directors, the Management and Employee

The Company stipulates the Code of Conduct as a guideline for running a good business operation which is to be adhered by the Board of Directors, executive and employee. This is because the Company believes that the Code of Conduct is a vital tool for improving its business operation.

## 1. Scope

This Code of Conduct shall be applicable to the Board of Directors, the Management and employees as well as subsidiaries, joint venture companies and other enterprises, in which the Company has controlling interest, as well as foreign operations. The term “employee” refers to regular and temporary staff as well as a staff hired under a special contract, contract staff and a staff of an enterprise engaged by the Company.

## 2. Compliance

The Board of Directors as well as each executive and employee shall be responsible for familiarizing themselves and complying with this Code of Conduct and other additional policies issued by the Company.

The Board of Directors and the Management shall uphold this Code of Conduct by demonstrating good role model behaviors for other employees and fostering positive work environment conducive to the observance of the Code of Conduct as well as committing themselves to deterring and preventing any breach of the Code.

Any employee violating the Code of Conduct or any relevant company policy or allowing a superior to violate the Code shall be subject to disciplinary actions which may include termination of employment, compensation for damages and civil or criminal sanctions.

### **Examples of conducts which may lead to disciplinary actions**

- Behaviors and practices that violate a company policy.
- Encouraging other person to violate a company policy.
- Failure to promptly report any violation incident or suspicious behavior which may violate a company policy.
- Failure to cooperate with an investigation to identify a cause of conduct which may be a breach of company policy.

# 1. Code of Conduct of the Board of Directors, the Management and Employee (Continued)

- Falsely accusing other employee by reporting violation or participation in violation of a company policy.
- Failure to demonstrate leadership and prudence, whereby behaviors and practices that observe company policies and relevant regulations may be compromised.

### **3. Honesty and trustworthiness**

Given that honesty is a key element of trustworthiness and credibility, if the Company does not have trustworthiness and credibility, it will face difficulties in running its business. As a result, the Company must meet its goals of earning trust and satisfaction from its customers. Therefore, it is imperative that the Management, directors, and employees uphold honesty, fairness and integrity in order to earn trust from its customers.

### **4. Showing respect to others at all times**

The Board of Directors, the Management and employees shall behave towards others as one would expect others to treat oneself. Therefore, it is imperative that everyone in the Company shows respect to any individual with which the Company contacts or forms a relationship.

### **5. Fairness and non-discrimination**

Fairness, tolerance, respect and equal treatment are vital components that an organization must have. Any discrimination on the basis of race, ethnicity, gender, religion, age, ancestry or any ground signifies a gross violation of company policies.

Inequality may result from usage or receipt of inaccurate information and improper service. Therefore, every employee must exercise discretion by consulting the management in case where such employee feels that he cannot exercise discretion when taking decision on that matter.

### **6. Refraining from infringing any intellectual property, including copyright and patent**

Infringement of copyright, patent, trade secret and agreement and terms of any right use or commercial contract shall be regarded as a gross violation of relevant laws. Usages of computer system in daily routines of directors, the Management and employees shall comply with the stipulated guideline of the Company, unless an authorization is duly obtained.

# 1. Code of Conduct of the Board of Directors, the Management and Employee (Continued)

## **7. Confidentiality**

The integrity principle is extended to maintaining secrecy of information whereby the Company pledges to keep them confidential, expressly or implicitly. This includes information which the Company receives or is aware of, but not yet publicly disclosed, and is not related to fulfillment of its contractual obligation. In these cases, directors, the Management and employees shall uphold confidentiality of information of customers, contractual partners, suppliers, trade partners or any other individuals, unless the Company is relieved of its duty to maintain secrecy according to relevant laws or this Code of Conduct.

## **8. Accurate recordkeeping**

Company information shall be stored and recorded properly in timely manner so as to achieve work efficiency. These include all sorts of information, such as quality data, safety data, personal data and financial and accounting data as well as all accounting books and financial and accounting reports which must accurately show transactions and events in accordance with generally accepted accounting principles and requirements of the internal control system. Moreover, concoction of false or inaccurate information is absolutely prohibited.

## **9. Inside information and securities trading information**

The Company prohibits the Board of Directors, the Management and employees from using material inside information, which has not yet been publicly disclosed, for own or others' personal gains.

Such information includes the Company's securities trading involving any employee, director or executive who works with an operating unit that has access to inside information. They should refrain from trading the Company's securities within a period of one month prior to public release of financial statements.

# 1. Code of Conduct of the Board of Directors, the Management and Employee (Continued)

Moreover, employees, directors and the Management are also prohibited from divulging or exploiting any secret company information while maintaining confidentiality of information and not unduly exploiting management position in the Company or confidential information learned while working for personal gains. The Company shall seek a maximum penalty if it is found that any employee, director and executive used inside information or was involved in misconduct which might tarnish or inflict damages on the Company.

## **10. Legal and regulatory compliance**

The Company wishes that the Board of Directors, the Management and employees recognize the importance of proper behaviors and conducts according to laws and regulations pertaining to the Company's business as well as compliance with legal provisions concerning tax returns filing and tax payment, which must be completed correctly within a stipulated time period and passed the verification process.

## **11. Fair treatment for competitors**

The Company's policy is to engage in fair competition, but with boldness and tenacity.

The Company shall not resort to illegitimate or unethical means when collecting information that are crucial in the competition. Moreover, the Company prohibits stealing or exploiting any material information, trade information or trade secret which are obtained without proprietor's approval, or deceiving or taking any action that lures a current or former employee of such company to divulge such confidential information to the Company.

## **12. Responsibility towards shareholders**

Any works, conducts and decisions made by directors, the Management and employees shall be undertaken only for the best interest of shareholders.

The Management, directors and employees shall be prohibited from exploiting the Company's properties for own personal gains or for any other objectives, which are not related to the Company's business operation or incur financial obligations with its suppliers or competitors

# 1. Code of Conduct of the Board of Directors, the Management and Employee (Continued)

## 13. Communication

The Company shall conduct its business earnestly and transparently, and its internal and external communication shall be accurate and candid by using a communication channel which is suitable for each situation.

Internal and external communication, publication and announcement, either verbal or written, which is untruthful, distorted or malicious or damages reputation of an individual or a group of individuals shall be prohibited.

Moreover, each communication must always be conveyed with polite language and tone of voice and must not damage the Company's image and reputation.

## 14. Harassment

The Company is determined to create positive work environment so as to achieve efficiency and eradicate any form of harassment. Upon learning of any incident or behavior which does not conform to guidelines, once proven to be real, such incident or behavior shall be subject to disciplinary actions. Various forms of harassment include

- (a) Verbal harassment e.g. misrepresentation, false accusation or tarnishing reputation
- (b) Physical harassment e.g. intimidation, bullying, threat of physical harm
- (c) Visible harassment e.g. sending hostile messages, demeanors or pictures that cause resentment
- (d) Sexual harassment e.g. sexual advance, request for sexual favor, or verbal or physical sexual abuse

## 15. Gambling and alcohol and drug abuse

Employees shall be prohibited from possessing, buying, selling, handling, drinking or using alcohol beverages, drugs or controlled substances (except doctor's prescription) in the Company's area.

Employees shall be prohibited from engaging in all types of gambling activities in the Company's area.

# 1. Code of Conduct of the Board of Directors, the Management and Employee (Continued)

## 16. Recommendation

This Code of Conduct cannot cover all kinds of situation or provide every answer for every possible question. Therefore, it is imperative that the Company relies on discretion of directors, the Management and employees who determine what is right or when to consult other person so as to induce a suitable behavior.

In case of doubt when determining “what should be a suitable practice?” please ask these five questions.

1. Safety – Does my action or failure to take action adversely affect other people’s life, health or safety?
2. Regulation – Does my action or failure to take action violate national or local laws or any regulation?
3. Policy – Does my action or failure to take action violate approved company policies, regulations and guidelines?
4. Pride – If my superior or colleagues learn of my action or failure to take action, would I be ashamed?
5. Image – Is my action or failure to take action inappropriate, dishonest or detrimental to the Company’s image?

If any answer to the above questions is “yes”, it is possible that your action or failure to take action may breach or violate the Code of Conduct. If you are uncertain or in doubt, please consult your superior or Human Resources Management.

Fairness, honesty and integrity are core values in the Company’s business operation. At the same time, the Company is committed to achieve service excellence. Such commitment must be explicitly demonstrated by every executive, director and employee, whether through verbal expression, action, demeanor, respect, attentiveness or enthusiasm.

These expressions must be apparent when contacting customers, whether it is face-to-face service, phone conversation or correspondence.

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These expressions must be apparent when contacting customers, whether it is face-to-face service, phone conversation or correspondence.



## 2. Code of Business Conduct

### 2.1) Stakeholders

Committed to promoting the Company as an efficient entity that is responsible to stakeholders, whether business-related or personal-related, the Company has defined the following basic guidelines for directors, the management, and employees as followed.

#### 1. Shareholders

The Company is committed to business operation which yields good operating results, stable growth, and competitiveness by taking into account of present and future risk factors in order to increase shareholder value over a long term. The Company must dutifully operate its business by disclosing information in transparent and equitable manners and endeavor to protect its assets and preserve its reputation.

#### 2. Employees

The Company recognizes that employees and management staff as driving forces for its future growth. Therefore, the Company treats all employees equitably and offers suitable remuneration for them. Aside from that, the Company also provides various welfares to employees such as company bus, uniform, annual health check-up, nursing room, accident insurance, health insurance, provident fund, and so forth. Moreover, the Company also encourages employees to expand their knowledge and capacities by ensuring that employees are trained and receive supplemental knowledge relevant to their assigned tasks. Moreover, the Company also selects employees to participate in formulation of the organization's targets with top management so that employees will recognize that their own values are cherished by the Company, contributing to alignment of operational directions and organizational goals.

## 2. Code of Business Conduct (Continued)

### 3. Community and society

The company is committed to the community and society coexist happily and help each other and contribute to the development of a strong community on its own. The process works with a community focus. And promotional activities Communities near and far, according to company policy and consistent with the development of the sector. To improve the quality of life and economic sustainability of the community as follows:

1. The Company will operate the business to consider the benefits and sustainability of communities and society are important.
2. The Company shall regularly attend meetings, exchange opinions and cooperate with local agencies for the communities' living developments.
3. The Company shall adopt the preventive and corrective measures when effects to environment and communities arise due to operation.
4. The Company shall launch the activities for society with the employees' participation including shall support employees' opportunities to do good to develop the mind of volunteering.
5. The company aims to develop the knowledge and education of young Thailand-based potential of the Company.
6. The Company shall cooperate with the local government to develop the entities for schools', religious places' infrastructures' and youths' and disadvantaged people's hygiene including the community environment developments.
7. The Company shall support the local cultures, customs and traditions conservation.

## 2. Code of Business Conduct (Continued)

8. The Company shall support the activities to strengthen the local community enterprises and provide the opportunity to be the Company's suppliers.

9. Create revenue and promoting the community. By recruiting and supporting employment and the community. As well as support activities that focus on providing the community with knowledge for the profession and the knowledge to create or encourage families and communities to earn additional income and can live on their own.

10. The Company shall contact with communities constantly, publicize and report the social responsibility activities achievement to all groups of stakeholders.

### **4. Customers**

The Company is committed to improve efficiency of service delivery to achieve highest customer satisfaction and operates under a policy that always protects customer's interests. In this regard, the Company has an aim and always trains every employee to recognize the values of and cherish the integrity principle pertinent to pricing and service quality as well as honesty in disposition of agreement and negotiation.

### **5. Creditors**

The Company strictly abides by contractual terms, duly performs its duties, and is accountable and transparent to its creditors.

### **6. Competitors**

The Company operates within a fair competition framework, follows competition guidelines, and does not adopt deceitful practices to destroy competitors.

### **7. Business partners**

The Company prescribed code of ethics, code of conduct and conflict of interest, whereby it will not demand from, receive or pay any trade-related benefit from or to business partners and will maintain confidentiality to ensure that business relation with business partners will be suitable, efficient and fair in accordance with corporate governance principles.

## 2. Code of Business Conduct (Continued)

### **8. Safety, health and environment**

The Company is committed to operate the business basis on safety, health and good environment to promote the company. There is a process that is friendly to the environment and staff with the practices as follows:

1. The Company shall comply with the safety, health and environmental laws and rules.
2. The Company shall comply with ISO 14001.
3. The Company shall utilize resources efficiently and worthily with energy saving and resources recycling promotion measures.
4. The Company shall provide an operation system focusing on appropriate measures for safety and health in workplace such as providing the system to counter probable pollutions arising during operation, arranging workplaces to be clean and hygienic etc. for the employees and visitors to be safe from accidents and diseases.
5. Executives and staff shall be truly attentive to the activities for the quality of safety, health and environment and perform works with realization to safety and concern to environment always.
6. The Company shall disclose the information on the operations in connection with safety, health and environment.

## 2. Code of Business Conduct (Continued)

### 2.2) Respect of the Laws and Principles of Universal Human Rights

1. Employees must thoroughly study laws relevant to their roles and responsibilities while strictly complying with them. If in doubt, they must seek advice from the Law Department and must never follow their own interpretation
2. The Company has categorized laws and public rules for ready reference and provides due employee training.
3. The Company must strictly observe the principles of universal human rights educating employees about them in performing their jobs. The Company does not encourage any undertaking that violates these principles.
4. On overseas business trips, employees should study relevant countries' laws, customs, and cultures before making the trips to ensure that the goods, samples, and equipment, travel documents, trip objectives, and performance of their duties are lawful and not against local customs and cultures.

### 2.3) Cultures, Customs, and Political Neutrality

The Company respects differences in cultures and customs by avoiding engagement in any infringement of such cultures and customs.

1. The Company values political neutrality by refraining from participation in and from aligning with political parties or persons in power.
2. The Company neither directly nor indirectly sponsors political parties or politicians through its capital or resources.
3. The Company does not take part in canvassing or advertising for political parties or politicians on its premises and refrain from using its resources and properties for these purposes.
4. The Company encourages all employees to exercise their constitutional rights; however, its policy forbids it to directly sponsor politicians or political parties.
5. Employees can exercise their political rights on their own, but must refrain from using their positions and the Company's name and logo in attracting financial support to politicians or political parties.

## 2. Code of Business Conduct (Continued)

6. The Company is committed to the democratic system and encourages employees to exercise voting rights under the constitution.

### 2.4) Conflicts of Interest

The Company encourages employees to avoid situation in which personal interest conflicts with company interest, involving suppliers and other outside parties.

1. Conflict of interest encompasses any effort to divulge the Company's confidential information to an outsider without proper authorization during and after an employee's period of employment.
2. Employees shall avoid conflict of interest between their personal interests and company interests when contacting any trade partner or other individual.
3. Directors and employees are prohibited from using inside information for own and outsider's personal gains. Inside information encompasses information not publicly disclosed in accordance with the Stock Exchange of Thailand's regulations and other relevant laws.
4. While serving the Company and after termination of employment, employees shall not divulge the Company's confidential information to benefit any individual, whether it be electronic data, financial data, business operation data, future operation plan, and so forth.
5. Directors and employees shall not accept a director or consultant position in an outside company, which may cause conflict of interest and business conflict with the Company. Directors and employees shall receive an approval before taking any position in such business, unless management team has been notified of such affair.
6. Employees shall exploit the Company's resources for the best interest of the Company and shall not exploit them for personal gains.
7. Directors or employees shall promptly notify the Company with a written notice if any family member is involved in other companies that may lead to a conflict of interests with the Company.

## 2. Code of Business Conduct (Continued)

8. The service of an employee in the capacity of director or consultant in other company, organization or business association shall not conflict with the Company's interest and works under his direct responsibility. Such acceptance must receive a prior approval from the Board of Directors.

Employees must fully devote themselves and their time to the Company's activities while not spending time on other work to pursue their personal interests and activities, which are not related to their designated duties.

### **Elimination of conflict of interest arising from other matters**

1. Every director, executive and employee shall be prohibited from accepting a director or consultant position in an outside company which may cause conflict of interest and business conflict with the Company, unless every director, executive and employee obtains a prior approval before assuming any position in such business or unless executives have been notified of such affair.
2. Every director, executive and employee shall exploit the Company's resources for the best interest of the Company and shall not exploit them for personal gains.
3. Every director, executive and employee shall promptly notify the Company with a written notice if any family member is involved in other companies that may lead to a conflict of interest with the Company.

### **2.5) Connected Transaction**

Elimination of conflict of interest arising from execution of connected transactions of the Company.

1. In an event a connected transaction is engaged between the Company or its subsidiary and a large company, a subsidiary or an individual with conflict of interest, the Company imposes a measure which can justly protect shareholders who can monitor outcomes of such measure. Moreover, the Company requires that such transaction must be subject to a transparent process, whereby those who have conflict of interest shall not be allowed to participate in a decision to execute such transaction, and such decision shall be made for the best interest of the Company, given that it is a reasonable transaction with a fair price or condition.

## 2. Code of Business Conduct (Continued)

2. The Company prohibits an individual with potential conflict of interest, according to the definition set out in the guideline of the Office of Securities and Exchange Commission, from holding shares in a subsidiary or a joint venture company of the Company amounting to more than 5 of the total number of issued shares of this subsidiary and joint venture company, unless it is shown that such individual is free from influence of an executive and a large shareholder of the Company or there is a reasonable cause, given that it is shown that the Company or its subsidiary has a measure to prevent potential conflict of interest.

The Company imposes a measure to prevent transfer of economic benefits, whereby such measure can be examined, whereby it is deemed the following approaches can prevent transfer of economic benefits.

- Endorsement by an independent director or the Audit Committee: In this case, a provision explicitly states that an independent director or the Audit Committee is designated to make decision on connected transaction. In such case, a director must endorse information declaration form and prospectus so as to declare transaction type and value together with a reason supporting this transaction to shareholders' meeting in annual report.
- Endorsement by a third-party expert: In case directors neither have any interest nor expertise in examining a connected transaction because examination of such transaction requires specialized knowledge and expertise, the Company engages a competent person to provide expert opinions about appropriateness of such connected transaction. Subsequently, the Board of Directors or shareholders can make decision based on such opinions, whatever the case may be, given that the third party is free from influence of the Company and related parties.

### 2.6) Maintaining Confidential Information and Use of Inside Information

To eliminate conflict of interest arising from exploitation of material inside information of the Company, every director, executive and employee or any individual who learns of material inside information, which affects security prices in the securities market but has not yet publicly disclosed in accordance with the provisions of the Securities and Exchange Act B.E. 2535 (1992) and other guidelines, shall be prohibited from exploiting inside information in securities trading before its public disclosure, thus ensuring that trading in the



## 2. Code of Business Conduct (Continued)

securities market is transparent and fair. This is because inside information forms an important basis of decisions made by investors, such as information about sale and purchase of a company, introduction of a new product or other financial information. Disclosure of the Company's inside information cannot be made if there is insufficient reason and such disclosure is not approved by an authoritative person in the Company.

### 2.7) Giving of Acceptance of Presents, Properties, or Other Benefits

1. The Company has a policy to conduct its business in transparent and ethical manners. To this end, directors or employees shall be prohibited from taking any actions that may damage or compromise the Company's good reputation.
2. Directors and employees shall be prohibited from offering monetary rewards or gifts to the Company's suppliers or related parties. On the other hand, directors and employees shall be prohibited from receiving any monetary rewards or gifts from the Company's suppliers or related parties. However, this prohibitive measure does not cover gift giving deemed appropriate during festive or traditional seasons.
3. If a director or an employee receives monetary or material gifts of which value exceeds 3,000 baht or is inappropriate, the internal audit department must be notified for acknowledgement or so that further action will be taken where appropriate.
4. Directors and employees shall refuse accepting a party or forms of entertainment arranged by an outsider who is related to the Company, given that such party or entertainment is beyond the realm of normal business conditions of the Company and is deemed inappropriate during festive or traditional seasons.

### 2.8) Marketing Communications

Marketing communications play a key role in fostering positive social values for the Company by publicizing its innovations.

1. The Company should refrain from providing distorted or partial information.
2. The Company should refrain from putting up false or misleading advertisements.
3. The Company should refrain from putting up advertisements or advertising to the mass media that is false, goes against acceptable cultures or morality, or defames competitors. (whether directly or indirectly)

## 2. Code of Business Conduct (Continued)

### 2.9) Intellectual Properties

1. Company property refers to movable property, immovable property, technical knowhow, information, proprietary right, copyright as well as any resources of the Company or to which the Company has a title.
2. It is employee's duties and responsibilities to use company properties frugally so as to attain optimal benefits for the Company and to safeguard them against any damage or loss.
3. Business data and documents are vital company properties. Each operating unit must designate a document storage period, assign confidential levels of documents and store these documents properly and completely so that they can be examined.
4. Employees shall carefully and earnestly prepare business, accounting and financial documents as well as various reports which are to be submitted to government agencies and individuals in prudent and earnest manner. Such information must be recorded according to the Company's accounting procedures which conform to prescribed standards.
5. Employees shall strictly observe accounting, financial and internal control guidelines at all times and notify responsible persons in operating units or the corporate governance working group when any mistake is found in work practices.

### 2.10) Application of Information and Communications Technology

The Company's information and communications technology eases its business, so all employees must learn to use as properly, efficiently, and in the best interests of the company while taking due care not to harm the Company or its stakeholders.

1. Employees must use copyrighted computer programs. Whenever working on a computer outside company premises, they must first verify copyrights. Illegal computer software must not be installed or used in the company.

## 2. Code of Business Conduct (Continued)

2. Employees must keep their own passwords confidential to prevent others from gaining access to their passwords and must not search the web for unfamiliar sites that could harm the Company's computer system.
3. Employees must not use the computer to harm, offend, or bother other. The Company must institute an international-standard ICT security system, which all employees are responsible for observing.
4. Employees must not use the computer to spy on, make changes to other' files, or forge false evidence potentially leading to espionage.
5. Employees must not use ICT instrument for their own activities, for any private business. They must not affect the Company's business, lower business efficiency, or annoy others.
6. Employees must cautiously use the Company's email system and internet for the Company's business while refraining from defaming the Company or using its name or logo in public electronic media.
7. Employees must not copy others' copyrighted programs.
8. Employees are responsible for ensuring external parties' access to the Company's information files and programs only as seen essential to its business and in strict compliance with ICT laws.
9. Those found in offence of this code must receive disciplinary punishment or punishment by law, or both, subject to the severity of their offences.

### 3. Code of Conducts of Investor Relations Officer

Investor relations is crucial to listed companies, all types of investors, and the capital market, and it is also responsible for liaising with various individuals, such as stock analysts or investors. Therefore, investor relations officers should adhere to the following code of conducts:

1. Perform duties honestly to the best of their abilities and improve their performance in professional manners.
2. Must be knowledgeable and have thorough understanding of the Company's information which will be disclosed.
3. Disclose information completely and accurately in a timely manner, and regularly update the Company's information in accordance with its information disclosure policy, whereby such information must be disclosed to all relevant parties in an equitable manner.
4. Provide opportunities to all stakeholder groups to access and inquire such information.
5. Collect and distribute news and information to senior executives and directors to support decision making and formulation of the Company's policies completely and accurately in a timely manner.
6. Maintain confidentiality of the Company's information, and not using inside information for own benefits.
7. Perform duties in the best Interests of shareholders and stakeholders.
8. Presentation of gifts to stock analysts and investors is allowed only if gift giving is done indiscriminately and occasionally such as on New Year's Day, and gift giving to any particular group is prohibited.

# Quality Policy

## นโยบายคุณภาพ

We commit to manufacture the products which meet international standard level and we are going to consistency develop our company **to be world class** automotive control cable manufacturer.

บริษัทฯ มุ่งมั่นผลิตสินค้าที่ได้มาตรฐาน  
เป็นที่ยอมรับในระดับสากล  
พร้อมทั้งปรับปรุงพัฒนา  
อย่างไม่หยุดยั้ง  
เพื่อมุ่งสู่การเป็น  
**ผู้ผลิตสายควบคุมยานยนต์ระดับโลก**

# Safety Health and Environmental Management Policy

## นโยบายความปลอดภัย อาชีวอนามัย และสภาพแวดล้อมในการทำงาน

บริษัท ไทยสตีลเคเบิล จำกัด (มหาชน) มีความห่วงใยต่อความปลอดภัยในชีวิต และสุขภาพของพนักงานทุกคน บริษัทฯ ขอแสดงความยินดีเป็นอย่างสูงแก่ผู้ร่วมงาน และสร้างสรรคให้มีความทำงานอย่างปลอดภัย โดยถือว่าความปลอดภัยในการทำงานเป็นความปรารถนาอย่างยิ่งของบริษัทฯ ดังนั้น บริษัทฯ เห็นสมควรให้มีการดำเนินงานด้านความปลอดภัยอาชีวอนามัย และสภาพแวดล้อมในการทำงาน ควบคู่ไปกับหน้าที่ประจำของพนักงาน โดยมีความเชื่อมั่นว่าอุบัติเหตุ และการเจ็บป่วยที่เกิดขึ้นในการทำงานเป็นสิ่งที่ยากที่จะหลีกเลี่ยงได้ จึงกำหนดนโยบายไว้ดังต่อไปนี้

- บริษัทฯ ถือว่าความปลอดภัยในการทำงานเป็นหน้าที่รับผิดชอบของพนักงานทุกคน
- บริษัทฯ จะสนับสนุนทุกวิถีทางที่จะก่อให้เกิดความปลอดภัยในการทำงาน
- บริษัทฯ กำหนดให้ผู้บริหารระดับสูงทุกคนต้องมีหน้าที่รับผิดชอบในความปลอดภัยของผู้ใต้บังคับบัญชา และควบคุมให้ปฏิบัติตามกฎ ระเบียบ ข้อบังคับด้านความปลอดภัยในการทำงานอย่างเคร่งครัด
- บริษัทฯ จะส่งเสริมให้พนักงานได้รับการอบรม เพิ่มทักษะความรู้ในการทำงานเพื่อนำไปปฏิบัติงานได้อย่างปลอดภัย
- บริษัทฯ จะถือปฏิบัติตามข้อกำหนดของกฎหมาย และมาตรฐานด้านความปลอดภัย ในการทำงานเป็นสำคัญ
- บริษัทฯ กำหนดให้ผู้บริหาร หรือบริษัทฯ ผู้รับเหมาต้องมีหน้าที่รับผิดชอบ ในการปฏิบัติงาน ให้เกิดความปลอดภัย ตามกฎระเบียบ และข้อบังคับด้านความปลอดภัยในการทำงานที่บริษัทฯ กำหนดขึ้นอย่างเคร่งครัด
- บริษัทฯ จะดำเนินงานด้านความปลอดภัยในการทำงาน การปรับปรุงแก้ไขสภาพการทำงานให้ มีความปลอดภัย และการติดตามผลการดำเนินงานอย่างต่อเนื่อง
- บริษัทฯ จะดำเนินการเพิ่มช่องทางในการสื่อสารด้านความปลอดภัยให้กับพนักงานทุกระดับ

# Energy Management Policy

## นโยบายการจัดการพลังงาน

บริษัท ไทยสตีลเคเบิล จำกัด (มหาชน) ดำเนินกิจการผลิตชุดสายควบคุมยานยนต์ และชุดควบคุมรางกระจัดรถยนต์ เพื่อจำหน่ายทั้งในประเทศและต่างประเทศ บริษัทฯ ได้ดำเนินการนำระบบการจัดการพลังงาน มาประยุกต์ใช้ภายในบริษัทฯ เนื่องจากเล็งเห็นว่าการอนุรักษ์พลังงานเป็นสิ่งสำคัญและเป็นหน้าที่ของทุกคนที่ต้องร่วมกันรักษาระบบการจัดการพลังงานให้คงอยู่อย่างยั่งยืน

### บริษัทฯ จึงกำหนดนโยบายด้านพลังงาน

เพื่อใช้เป็นแนวทางในการดำเนินงานด้านพลังงานและเพื่อส่งเสริมการใช้พลังงานให้เกิดประสิทธิภาพและประสิทธิผลสูงสุด ดังนี้

- 1.) บริษัทฯ จะดำเนินการพัฒนาระบบการจัดการพลังงาน การติดตามและการประเมินผลอย่างเหมาะสม ตลอดจนกำหนดให้เป็นส่วนหนึ่งของการดำเนินงานของบริษัทฯ สอดคล้องกับกฎหมายและข้อกำหนดอื่นๆ ที่เกี่ยวข้อง
- 2.) บริษัทฯ จะดำเนินการปรับปรุงประสิทธิภาพ การใช้ทรัพยากรพลังงาน ขององค์กรอย่างต่อเนื่อง เหมาะสมกับอุตสาหกรรมเทคโนโลยีที่ติดตั้ง และแนวทางการปฏิบัติงานที่ดี (Best Practices)
- 3.) บริษัทฯ จะกำหนดเป้าหมายการอนุรักษ์พลังงานในแต่ละปี และสื่อสารให้พนักงานได้เข้าใจ และปฏิบัติได้อย่างถูกต้อง
- 4.) บริษัทฯ ถือว่าการอนุรักษ์พลังงานเป็นหน้าที่ความรับผิดชอบของผู้บริหารและพนักงานของบริษัทฯ ทุกระดับ ที่จะให้ความร่วมมือในการปฏิบัติตามมาตรการที่กำหนด ติดตามตรวจสอบ และรายงานต่อคณะกรรมการด้านอนุรักษ์พลังงาน
- 5.) บริษัทฯ จะให้การสนับสนุนที่จำเป็น รวมถึงทรัพยากรด้านบุคลากร ด้านงบประมาณ เวลาในการทำงาน การฝึกอบรม และการมีส่วนร่วมการทำกิจกรรมกลุ่มในการนำเสนอข้อคิดเห็นเพื่อพัฒนางานด้านพลังงาน

# Environmental Policy

## นโยบายสิ่งแวดล้อม

Utilize and manage natural resources potentially to enable the safest working area which is non-polluted and stop the global warming.

ใช้ทรัพยากรธรรมชาติอย่างคุ้มค่า เป็นสถานประกอบการ  
ไร้มลพิษ ปลอดภัยต่อทุกชีวิต เป็นมิตรต่อสิ่งแวดล้อม  
หยุดโลกร้อนด้วยมือเรา

- 

Manage natural resources effectively, control and lower energy and resources usage.  
มุ่งมั่นในการใช้ทรัพยากรอย่างมีประสิทธิภาพ ควบคุมและลดปริมาณการใช้พลังงาน ตลอดจนทรัพยากรธรรมชาติ
- 

Collaborating in restriction of hazardous substances accurately to prevent the pollution waste and global warming that may lead to environmental destruction.  
ร่วมทักกันสารอันตรายในวัตถุดิบอย่างถูกต้อง เพื่อป้องกันการก่อเกิดมลพิษ และลดภาวะโลกร้อน อันจะนำไปสู่การทำลายสิ่งแวดล้อม
- 

Focus, improve, prevent, and restrict the pollution arisen from business activity that affected to employees while to comply with laws and regulations.  
มุ่งมั่น, แก้ไข, ป้องกัน และควบคุมมลพิษที่เกิดจากกิจกรรมของทางบริษัทที่กระทบกับพนักงานอย่างเต็มความสามารถ และสอดคล้องกับข้อกำหนดทางกฎหมาย
- 

Comply with laws, company policy, and related environmental regulations continually improvement and development.  
ปฏิบัติตามกฎหมาย ระเบียบ ข้อกำหนดต่างๆ ที่เกี่ยวข้องกับสิ่งแวดล้อม และปรับปรุงพัฒนาอย่างต่อเนื่อง
- 

Communicate and distribute the environmental policy to public, and acts as the center in creating awareness and training of environmental protection to all TSC members.  
สื่อสาร เผยแพร่นโยบายสิ่งแวดล้อมต่อสาธารณชนอย่างเปิดเผย และเป็นสื่อกลางในการให้ความรู้ และฝึกอบรม เพื่อสร้างจิตสำนึกในการพิทักษ์รักษาสิ่งแวดล้อมแก่บุคลากรทุกระดับในบริษัท



## **Policy and Related Regulation**

## Internal Control Policy

The Company's policy calls for all units to work systematically, efficiently, and effectively under its objectives and goals. The Company has in place an economical, suitable property stewardship system, an internal control system, and a stringent, ongoing, and efficient risk management system.

The management of each Department must institute a work process of sound standard as well as an internal control system to prevent undesirable events from harming the Company; instill in the unit's personnel a common drive for proper, methodological work performance in line with related rules and laws; and be always prepared for the Company's assessment and audit.

1. The Company has assigned all executives to ensure that their internal systems are efficient and properly run by instituting work procedures with stringent, transparent internal control. Each unit must prepare a work manual for sections within its supervision in compliance with the company's quality policy.
2. An internal control approach equipped with risk assessment and control enables each unit to assess risks under its responsibilities while identifying control measures of such risks by easing impacts or lowering their likelihood. To jointly prevent damage, the Company needs participation from all employees in such assessment and risk control.
3. Supporting the head of each unit in instituting internal control, Internal Audit periodically audits such work to ensure that all units command efficient internal control and consistent compliance with the defined procedures, which will lead to even greater procedural efficiency.
4. The approach for assessment and auditing focuses on creative improvement. Each report by internal Audit, with the concurrence of each process owner, is tabled for endorsement by the Audit Committee before its adoption and implementation. Should a process under a given unit need amendment for greater efficiency or comprehensiveness, all relevant units must promptly take action. The Company regards such duties as the unit's accountability.

## Internal Control Policy (Continued)

5. To the Company, service in Internal Audit Department provides opportunities for employees to master all the processes and businesses most efficiently. Those that have served in this Department are likely to command greater knowledge of the Company's business, which benefits them when they rotate to other parts of the Company. Therefore, as part of career planning for higher responsibilities, the Company has made it a policy to rotate competent personal from various Department to Internal Audit Department, as seen suitable and with the joint concurrence of Internal Audit and the home Department.

# Policies and Rules for Information Technology Service

The Company supports those that use information technology (IT) services-consisting of information circuitry and networks, auxiliary components, data files, and company data – to do so efficiently and observe the Company Crime Act of 2007 and relevant laws for the Company’s benefit under adequate security standards.

## **Application rules**

1. These policies and rules apply to the employees of the Company and its affiliates, as well as to other authorized parties, for the application of the IT systems linked to the company, both in-house and external.
2. The Company provides IT services only to its employees, affiliate employees, and other authorized parties by registering user names in a centralized database and requiring users to strictly observe the policies and rules.
3. The following IT services are provided:
  - 3.1 Data communication network circuitry and related instrument
  - 3.2 Electronic mails
  - 3.3 Intranet
  - 3.4 Standard PC and Notebook software
  - 3.5 Internet web and internet mail service
  - 3.6 Computer application through remote access system, including web mail
  - 3.7 Specific application software
  - 3.8 External link to the IT system
4. Passwords
  - 4.1 For data security, use only the passwords provided to gain access to the computer and its networks as specified.

## Policies and Rules for Information Technology Service (Continued)

- 4.2 Maintain password confidentiality by keeping them invisible to others or making it tough to decipher, including an immediate change of the initial passwords received from the system or its guardian.
- 4.3 Change network passwords every 90 days.
- 4.4 Each password, containing at least eight characters and tough to decipher, consists of alphabetical characters, numbers, or symbols.
5. Application of the computer
  - 5.1 Turn it off at the end of each session.
  - 5.2 Use a screensaver and password protect; when leaving the screen for longer than 15 minutes, exit the system by logging off.
  - 5.3 Guard the computer notebook or PDA with great care against loss by storing it in a safe place as soon as leaving one's desk.
  - 5.4 Refrain from using the computer in committing offences against the company or other parties, including improperly gaining access to data, network, and IT system; annoying networks and computer system; intercepting data; covertly deciphering passwords; forging computer data; distributing improper images, texts, or voices; and using the computer in an unlawful way or apparently abusing it.
  - 5.5 Employees must take responsibility for the texts, images, voices, or data files sent from their own computers, as well as taking responsibility for any resulting loss (es) for unlawful acts.
  - 5.6 Reserving the right to use its computers for the security of its IT system, the Company forbids employees to change computers, including the computer name, systems configuration, and program configuration.
  - 5.7 The Company reserves the right to allow employees to independently install computer programs except when this is done by employees related to program installation or those authorized by the Company.

# Policies and Rules for Information Technology Service (Continued)

## 6. Application of computer software

- 6.1 Use standard software specified by the Company except for software dedicated to operation, research, or specialty, which is procured by a given unit for its own applications.
- 6.2 Refrain from violating computer software copyrights. Should a plaintiff file charges, the violating party must be solely liable for the damage done.
- 6.3 Refrain from producing, copying, taking possession of, or selling improper or unlawful computer software.
- 6.4 The Company reserves the right to inspect computer data used by employees if it suspects that they have committed potentially damaging acts to the Company.

## 7. Internet

- 7.1 Refrain from using the internet for any personal business, distributing inappropriate information, and gaining access to improper websites, including those associated with gambling, immorality, unpatriotic, anti-religious, anti-monarchy, or websites regarded as social threats.
- 7.2 Refrain from using the internet to download unlawful data or programs of no business relevance, including movies, songs, and games.
- 7.3 Be careful when using the internet to enter web boards and never mention the Company's name on public web boards.
- 7.4 The Company reserves the right to bar access to inappropriate websites.

## 8. Email sending and receiving

- 8.1 Be careful when using emails by preventing harm to the Company and conflicts between the Company and other parties; preventing misunderstanding or infringing others' rights; preventing a nuisance to others; preventing engagement in unlawful or immoral acts; refraining from exploiting or allowing others to exploit for business gains emails inside the Company's networks, including sending chain emails, advertisement emails, or distribution of commercial messages.

## Policies and Rules for Information Technology Service (Continued)

- 8.2 Refrain from sending texts, images, voices, or files to everyone without good business reason except where such items are relevant to the Company's business.
  - 8.3 Be courteous, observe network protocols, and follow refined persons' prose styles in addressing other.
9. Use of instant messaging (IM)
- 9.1 Use IMs in harmless ways to the Company while avoiding violation of copyrights, without annoying others, violating the law or morality, pursuing benefits, or allowing others to benefit from IMs.
  - 9.2 Refrain from discussing or sending confidential business information through IMs.
  - 9.3 Refrain from using the same email accounts and passwords as company email accounts and passwords when registering for IM use.
10. Protection against computer viruses
- 10.1 Refrain from altering or disabling or disabling anti-virus programs installed in the computer.
  - 10.2 Those that take their computers outside the Company's network must get their machines inspected for viruses before linking back up with the network.
  - 10.3 Refrain from downloading data from inappropriate websites.
  - 10.4 Be cautious when opening emails from strangers.
  - 10.5 The Company reserves the right to bar virus-affected computers or those suspected of being virus-affected from linking up with its network.

## Policies and Rules for Information Technology Service (Continued)

### 11. Maintaining and guarding confidential data

- 11.1 Refrain from gaining access to other's data without the prior permission of the owners.
- 11.2 Refrain from printing or copying other's classified data without the prior permission of the owners.

### 12. Importing personal computer-related instruments into the Company's network

- 12.1 Refrain from hooking up personal computer-related instruments, including modems and WIFI, with the Computer or network without the prior permission of the Company's IT stewards.
- 12.2 Secure permission from the Company's IT stewards before letting outsiders import any personal computer to link up with the Company's network.

### 13. Remote use of the computer through the remote access system (RAS) or virtual private network (VPN)

- 13.1 Secure permission from the Company's IT stewards for the copyright (s) to use the computer through RAS or VPN. Such accounts are not to be used by others.
- 13.2 Be responsible for any computer application or transaction carried out through RAS or VPN.
- 13.3 The Company reserves the right to bar any computer on its way to RAS or VPN linkage with the network if it suspects that such a computer could jeopardize the network.

### 14. Use of the computer to disturb the network

Employees must not engage themselves to intentionally disturb the Company's or any other computer systems, including bringing systems down.



## Policies and Rules for Information Technology Service (Continued)

### 15. Violation

For any employee violation of ethics and morality, the Company will take due action as required by its personnel policy and procedures on such employee(s) or service user (s) who violates (violate) the policy and rules, which may include revocation of IT rights.

The Company's shareholders, shall have the same basic rights as follows:

- Rights to receive share certificates and rights to transfer shares.
- Rights to receive adequate information in a timely fashion and in a form appropriate for making decisions.
- Rights to attend shareholders meetings and to vote at these meetings.
- Rights to elect and remove directors.
- Rights to approve the appointment of auditors.
- Rights to share in profits of the company.

The Board of Directors values the importance of shareholders' meetings and shall facilitate all shareholders to attend meetings, especially institutional shareholders as followed:

1. The company encourages shareholders to gain access to information, pose questions, and exercise voting rights at these meetings in an equitable manner.
2. The company shall present important matters, even beyond those required by law, to shareholders so that they can participate in the decision-making while ensuring that shareholders receive full, adequate and timely information for decision-making purposes.
3. The company shall support and facilitates appropriate voting procedures including voting by proxy and encourages shareholders to express their view and opinions, to seek explanations or to pose questions.
4. The company encourages Directors are required to attend shareholders meetings to answer shareholders' questions.
5. The company shall prepare the minutes of shareholders' meetings and distribute them to shareholders via the corporate website within 14 days from the meeting date.

# Community Relations Policy

## Relationship with Local Communities

The Company realizes that the quality community will support the business activities to its best. Therefore, the participation and responsibility toward the community are vital to the sustainable business conduct. The community relationship policy shall be described as follows:

1. Support and cooperate with the efforts to comply with international standards and covenants to prevent environmental impacts.
2. Support the society and communities, particularly those near our plant facilities, such as to do the renovation and donation.
3. Conduct the community development activities for example the landscape improvement; support the local learning center, child development center.
4. Provide relief and assistance to victims of disasters and public calamities.
5. Foster corporate social responsibilities among board members, executives and employees.

# Risk Management Policy

Risk management constitutes processes undertaken by the Board of Directors, senior executives and every employee in the organization so as to help formulate implementation relevant strategies and measures. Thus, risk management processes are designed to indicate potential events that may adversely affect the organization and keep risks within an acceptable level so that there is a reasonable degree of confidence that the organization's objectives could be achieved. Moreover, business operation will be sustained by the implementation of risk management policy as follows:

1. The Risk Management Committee is empowered to oversee risk management of the Company.
2. The management and all employees are responsible to define the objectives of the department, arranging schedule of risk assessment, define risk indicators including reporting as per process of risk management practices, involve the development of risk management that increase the chances of success, and decrease the effect for achieving goals.
3. Systematically identify and control risks that may deter the achievement of objectives so that risks are controlled within an acceptable level under the management's supervision.
4. Acceptable risks and acceptable degree of risks of the Company shall be endorsed by the Risk Management Committee of the Company before they are put into practice.
5. When an employee observes or becomes aware of risks which may adversely affect the Company, he/she must report such risks to concerned persons immediately so as to keep them under control.

Risk management policy shall be implemented stringently on continuous basis under the supervision of the Risk Management Committee of the Company.

# Corporate Social Sustainable Responsibility Policy

The Company is committed to operating its business under the code of business conduct and the corporate governance principles while constantly caring for the environment and society. Through recognition of the importance of relevant stakeholders and engagement in various activities, the Company participates in efforts to safeguard the environment and to enhance well-being of people in societies and communities in order to achieve sustainable business development. The Company stipulates the corporate social responsibility (CSR) policy as follows:

## **Good corporate governance**

The Company shall conduct its business affairs in an appropriate manner under relevant laws as well as rules and regulations; disclose vital information in a transparent and auditable manner; and adhere to its corporate governance policy, code of business conduct, and operating philosophy by recognizing the interests of all stakeholder groups.

## **Fair operating practices**

The Company shall promote free and fair business competition, avoid any undertaking which may lead to any conflict of interest and infringement of intellectual property rights, and foster the adoption of corporate social responsibility in every stage of the business chain.

## **Anti-corruption stance**

The Company shall fight against all forms of fraud and corruption and strictly comply with its anti-corruption policy as the company joined in Collective Action Coalition Against Corruption (CAC).

## **Respect for human rights**

The Company shall advocate for compliance with the Universal Declaration of Human Rights and other international human rights standards. Moreover, the Company shall pursue investigation of human rights issues to ensure that its employees comply with the human rights policy, and it shall support human rights protection and respect human rights.

# Corporate Social Sustainable Responsibility Policy (Continued)

## **Fair treatment of employees**

The Company shall treat every employee in a fair and equitable manner, provide welfare benefits, assure occupational safety and health, advocate for the promotion of labor rights and the enhancement of social welfare of employees, and strictly comply with relevant laws and bylaws relating to all aspects of recruitment and employment.

## **Responsibility towards consumers**

The Company is committed to developing products which are not harmful to consumers and to reducing environmental impacts under equitable conditions. It shall provide true and accurate product information in a sufficient manner and maintain secrecy of customer information while refraining from exploiting such information unscrupulously.

## **Engagement in community and societal development**

It is incumbent upon the Company to support implementation of activities which are beneficial to the society and environment and contribute to community development so that it can constantly enhance various aspects of quality of life in the Thai society in order to pay back and return profit to the society.

## **Environmental management**

As the Company recognizes the importance of environmental management, it develops a process to analyze environmental risks and impacts as well as occupational safety and health in business processes. Moreover, it also promotes economical and efficient resource utilization.

## **Innovation and dissemination**

The Company fosters creativity and development of innovations that can strike a balance between business undertakings and environment so as to achieve sustainable business growth.

## Corporate Social Sustainable Responsibility Policy (Continued)

The Company encourages directors, executives and employees to learn of and comply with this policy so as to achieve its objectives and ensure that it will continue to engage in corporate social responsibility activities in a sustainable manner.

## Non-Discrimination Against Disabled Person Policy

Presently, disabled persons represent a vital workforce in every organization. However, due to various obstacles, there are still many disabled persons who need to work but lack opportunities, even though economic growth increases employment opportunities that allow disabled persons to show off their potential and apply their skills for the benefits of their community and society as well as the nation. Therefore, the Company stipulates a guideline under the non-discrimination against disabled person policy as follows:

1. The Company shall comply with the Improvement of Quality of Life and Empowerment of Disabled Persons Act B.E. 2550 and Amendments (Issue 2) B.E. 2556 by employing disabled persons through the normal hiring process and strictly complying with the laws relating to employment of disabled persons.
2. The Company shall set up a service unit to provide consultation to disabled persons.
3. The Company shall provide equal employment opportunities while disregarding causes of disabilities.
4. If an employee becomes disabled while being employed, the Company will retain the existing employment conditions and offer other job opportunities on a trial basis, provided that he cannot resume his normal duties.
5. The Company determines wages and welfare benefits on the same basis, similar to general employees, without discrimination.

This is to provide disabled persons with opportunities to use their abilities, earn income, and support themselves; to reduce burdens on their families and the society; and to encourage disabled persons to support economic development of their families and country.

# Ethics Policy

The Board of Directors is committed to the principles of ethical management, best practices for The Board of Directors of listed company, rules, regulations, and guidelines of The Stock Exchange of Thailand, Office of the Securities and Exchange Commission. The commitment will be developed then enhance the corporate governance of the company to excellence as internationally level.

## **Definition**

Ethics means that everyone must do what is right referring to the laws of the land, morality and culture are the foundation.

Ethical principles means the actions representing the moral and ethics that an individual in each professional shall perform, follow, and create to himself the self-consciousness in acting ethically, All stakeholders must focus on doing what is “right” to preserve the organization’s reputation and integrity.

The company realizes that ethics a critical tool that will allow the Board of Directors, executives, and employees are ways to behave properly. It has established Code of Conduct which include code of conduct for directors, executives, and employees, business conduct, and ethics of Investor Relations' officer. Guidelines for good business the Board of Directors, executives, and employees to continue operating. The Company believes that a code of conduct is an important tool leading to better performance. In summary, the guidelines for ethical conduct as follows :

1. To comply with the applicable laws, rules and regulation strictly.
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 conduct as good people and establish good minds to employees.
5. To concern of 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 stakeholder’s and public’s interests.
7. To organize a strong operation system to prevent corruptions with an internal audit system.



## Ethics Policy (Continued)

8. To require the Company's directors, executives and staff for all to participate in orientation course for learn about code of conduct of the company and adapt to working.
9. To require the Company's directors, executives and staff comply with the corporate governance policy and code of conduct strictly.

To ensure that all employees have the knowledge and understanding about the Code of Conduct and can perform their duties properly, the company requires all employees to attend the orientation course that educate about corporate governance handbook which consisting of corporate governance principles, code of conduct for directors, executives, and employees, business conduct, and ethics of Investor Relations' officer, as well as concerned policies and regulations. To guide the Board of Directors, executives, and employees to follow. After training, arrange post test and communicate to employees with a more thorough understanding and aware of their responsibilities in the promotion of good corporate governance of the company.

### **Monitoring of compliance**

All personnel of the company shall including directors, executives, and employees acknowledge and get to understand business ethics for use as guidelines in their work performance. The personnel who ignore following shall be investigated and get disciplinary punishment as appropriated even legal action in case of illegal conduct.

This code may not be prescribed to cover all possible cases. Therefore, if employee has any problem in making decision or conducting in the way that is not stated in this code, he/she should first answer the following questions to himself / herself :

- Is the conduct rightful or not?
- Is it acceptable and able to be disclosed to the public or not?
- Will it impair the integrity or reputation of the company or the employee himself/herself or not?

In case where the employee is still not sure if the conduct is rightful or cannot make decision, he/she may consult or enquire with the supervisor of any level whom he/she trusts, or Manager of Human Resource Management Department or Compliance & Investor Relation Department, or Internal Audit Department, as the case may be.

# Internal Data Protection Policy

The Board of Directors recognizes the importance of overseeing internal data use which is instrumental for fostering good governance practices. Therefore, the Company formulates an internal data protection policy to safeguard the use of its vital internal data, which have not been publicly disclosed, to serve one's own interests as well as the interests of others. The essence of this policy is as follows:

1. Internal data refer to vital information which tempts an informed person to buy or sell company shares, undisclosed information which has not been released to the public, and information kept by the Company whereby public disclosure is temporarily withheld.
2. The approach and measure for overseeing internal data use are as follows:
  - 2.1 Directors, executives and employees involving in the preparation of financial statements as well as company secretary, secretaries, committees, or other outsiders who are informed of vital internal data shall be prohibited from divulging vital information which has not been disclosed to other parties. Moreover, they shall also be prohibited from selling company shares one month prior to public disclosure of financial statements. Moreover, they are not permitted to buy, sell, transfer, or receive company shares in a way that enables them to gain an advantage over others due to the use of vital undisclosed internal data, regardless of whether such actions serve one's own interests or the interests of others.
  - 2.2 Directors and executives as well as their spouses and underage children are required to prepare and submit the share ownership report within 30 days after the date of appointment. In addition, they are also required to prepare and submit the changes in share ownership report due to sale, purchase or transfer of company shares within three working days in accordance with Section 59 of the Securities and Exchange Act B.E. 2535. Moreover, the share ownership report pertaining to shares issued by the Company must be regularly submitted to the Board on a quarterly basis.

## Internal Data Protection Policy (Continue)

- 2.3 Directors and executives are required to notify the Board of sale, purchase, transfer or receipt of company shares at least one day before each transaction is executed.
- 2.4 It is incumbent upon the Company to promptly disclose key operating results to the public by following the method laid down by the Stock Exchange of Thailand and the Company's public disclosure approach in order to ensure that such information can reach all stakeholder groups on an equitable basis.
- 2.5 The Company requires that every employee must be committed to protecting secret information concerning business activities. Moreover, every employee shall be prohibited from exploiting such information for his own interests or the interests of others by using vital internal information which has not been publicly disclosed or from taking any action which may lead to any conflict with the interests of the Company.

## Compensation and Employee Benefit Policy

The Company will pay compensation to employees as appropriate as the same rate of the same industry. As well as provide benefits which are over legal's limit, such as; provident fund, annual health check, retirement allowance, cost of living allowance, funeral allowance, night shift allowance, working level allowance, incentive both monthly and yearly, food allowance, health insurance, and accident insurance. There will be various activities that encourage employees to join and unwind themselves. Such would create the long term royalty.

In other words, the company also supports the idea of promoting labor rights and social welfare of workers, has complied with the law and relates regulations about the recruitment and employment as strictly, has set the minimum wage for entry, and adjust compensation as performance's evaluation of employees in each year.

## The Remuneration of Employees Policy

The company has a clear remuneration policy. In short term, the target is set for employees and the company every year. The remuneration shall correspond to the actual performance in each year. For long term, the company arranges the career path for 5 years with an individual development plan that the remuneration would be consistent with each position, actual performance, and policies of the company.

# Human Development Policy

The company focuses on the human development as per its philosophy "People and organization that grow together" which shows that the company intends to develop human resources and to drive organizations to achieve business goals. Hence, all staffs will be developed along the lines of their own careers and able to grow along with the organization's sustainability.

Employees must be given the training road map continuous and disclosure average hours of training annually.

## Irrelevant Human Right Violations Policy

The company supports compliance "Universal Declaration of Human Rights" and other international standards on human rights. In addition, the management has also examined the issue of human rights in the care staff when they found the risk of adverse risk to reputation, notification will be sent to the Board of Directors.

Moreover, the company has provided training and measures to employees about the company's ethics and irrelevant human rights violations policy to practice as part of the operation. And do not support human rights violations.

The company has opened a channel complaints through the website of the company that employees can send a complaint, stories of corruption corrupt, failure to follow the rules, the unfair treatment, or violation of human rights to the chairman of the Audit Committee directly. As well as human rights activists that the company has set up a company with a focus on transparency and corporate governance in the organization as well.

# Anti – Corruption Policy

The Company shall not involve in and accept any corrupt practices, either directly or indirectly, including any forms of proposal, pledge, request, demand, offer or receipt of bribes; extortion; or any practices which are suggestive of corrupt intent. This policy encompasses all business dealings and transactions that involve all concerned entities in every country. Therefore, the Company has formulated an anti-corruption procedure which describes every step in detail to combat corrupt practices and fight against those involved in corruption so as to ensure compliance with the policy. Moreover, the Company also regularly reviews this procedure to maintain its conformity to changes in business practices, rules and regulations, and legal requirements so as to protect its reputation. To this end, every director executive and employee at all levels shall be prohibited from demanding or accepting corrupt conducts as well as engaging in corruption for their personal interests or the interests of their families, friends, and acquaintances. It is required that everyone must comply with this policy throughout the organization, and anti-corruption measures must also be disclosed to the general public.

## 1. Objectives

- To demonstrate the Company's relentless anti-corruption stance.
- To stipulate review and oversight procedures to ensure compliance with the policy.
- To encourage all levels of employees to be vigilant and to report corruption sightings through secured communication channels.

## 2. Definition

Corruption means abuse of office for personal gains or to serve the interests of associates and/or other parties in order to unduly attain assets or any other business advantages or benefits, either directly or indirectly. It also refers to any conduct which infringes the Company's code of conduct.

Forms of corruption include provision of gifts or services, or cash or cash substitutes; bribery of government officials; corrupt practices between private entities; political support; donation for charitable causes; financial support; and provision of facilitation expense as well as expenses for gifts, hospitality and entertainment, and other expenses, which bring about abuse of power.



# Anti – Corruption Policy (Continued)

## 3. Scope

- This policy applies to every director, executive and employee of the Company.
- It is expected that distributors of goods/services and contractors engaging in works or acting on behalf of the Company shall comply with this policy.

## 4. Duties and responsibilities

- It is incumbent upon every executive to ensure that his or her subordinates recognize and understand this policy by regularly receiving adequate training.
- Every director, executive and employee at all levels must perform his or her duties in accordance with this policy. If there is any suspicion or violation is observed, a supervisor must be notified immediately, or an incident must be reported promptly via the comment box.
- The Board designates the Audit Committee to oversee implementation of the anti-corruption policy and measures in order to ensure that the Company fulfills legal requirements and observes the stipulated code of conduct.
- It is incumbent upon the Board to ensure that the Company complies with relevant laws, including anti-bribery law or anti-corrupt practices law.

## 5. Guideline

### 5.1 General provision

- The Company formulates an anti-corruption policy and collaborates with external organizations to promote and support anti-corruption efforts.
- The Company does not support all forms of corrupt practices, and it is also committed to implementing preventive measures to combat corruption.
- Every director, executive and employee at all levels shall be prohibited from engaging in solicitation of benefits or any other compensation which may be considered a corrupt practice.
- The Company shall adhere to its code of ethics and business conduct and Thailand's anti-corruption law.

## Anti – Corruption Policy (Continued)

- The Company requires that implementation in every process must fall within the scope of the law. If any blunder in the operational process occurs due to negligence or recklessness, a wrongdoer must be punished by concerned authorities without exerting efforts to have him exonerated.
- The Board and the management adopt the policy and relevant guideline and shall be held responsible for the implementation of anti-corruption measures.
- The Audit Committee oversees the implementation of anti-corruption measures and keep the Board informed with quarterly reporting.
- The Board conducts review of the anti-corruption policy once a year.

### 5.2 Political support

- Political support refers to provision of monetary and non-monetary supports to any political party, politician or candidate vying for political office.
- The Company's policy is to maintain political neutrality by refraining from providing any support or taking any action which may be considered as favoring any particular political party. The Company must have freedom of thought and must be able to make decisions and take actions free from political influence.
- It is not the Company's policy to provide any direct or indirect support, whether it be fund, resource or any other asset.
- Every executive and employee at all levels has the right to freely engage in political activities allowed under the provisions of the national constitution. However, they must not exploit their employee status furtively or utilize any of the Company's properties, tools or equipment for own gains in any political undertaking. When participating, they must be mindful of any action which may be understood that the Company supports or favors any particular political party.

# Anti – Corruption Policy (Continued)

## 5.3 Charitable donation and financial contribution

- The management oversees charitable donation or financial contribution. Donation or financial contribution depends on approval authorization of each management level, which is prescribed by the Company. Moreover, donation may be in a form of monetary or non-monetary contribution. In this regard, the Company must not give donation or financial contribution as a cover-up for or a path towards corruption.
- The Company requires oversight of donation or financial contribution. It is stipulated that a memo must be made, and a name of recipient organization or individual and objectives of the donation or the financial contribution must be described in such memo. Such memo together with documentary evidence must be proposed to an authoritative person for approval as set out in the Company's regulation.

## 5.4 Facilitation expense

Facilitation expense refers to money paid to a government official to expedite works which are his or her normal routines.

It is the Company's policy that it will not pay any facilitation expense. However, facilitation payment may be made when an employee is facing a life-threatening or hazardous situation. Before facilitation payment is made, a memo must be made, and a name of recipient organization or individual and objectives must be described in such memo. Such memo together with documentary evidence must be proposed to an authoritative person for approval as set out in the Company's regulation.

## 5.5 Gift, reception and entertainment expenses as well as other expenses

1. The Company recognizes that building rapport with business allies is crucial for its sustainable success.
2. The Company prohibits every director, executive and employee at all levels from receiving or giving gifts, reception or other expenses in case, upon consideration, such action is deemed to cause adverse impacts on its operation.

## Anti – Corruption Policy (Continued)

3. Executives and employees can give or receive gifts or reception and entertainment expenses from any person as long as such action meets all of the following criteria.
  1. Not an intentional act undertaken to control, persuade or compensate any person in order to attain any advantage in an inappropriate manner; or not an explicit or implicit act undertaken in exchange for supports or benefits.
  2. Comply with relevant laws.
  3. Given in the name of the Company, not an employee.
  4. Not a gift which is in a form of cash or cash substitute.
  5. Suited to situation, such as giving a small gift during New Year's festive season (which is considered a normal custom).
  6. Type and value are suitable with time and place.
  7. Given openly, not obscurely.
4. If every director, executive and employee at all levels receives a monetary or non-monetary gift valued at over 3,000 baht (unavoidable), they must notify their supervisor or the Internal Audit Division and send the gift to the Human Resources Division so that it can be given as a prize for employees or donated for a charitable cause, where appropriate.

### 5.6 Person with business ties

- The Company prohibits every director, executive and employee at all levels from hiring any business representative or intermediary for corruptive purposes.
- As for distributors of goods/services and contractors, the Company ensures that procurement arrangements are fair and transparent and that assessment and selection of distributors and contractors are performed prudently and stringently in accordance with its operating procedure. For this purpose, the Company will inform distributors and contractors of this policy, and it has the right to revoke any procurement and engagement if it is found that any distributor and contractor engages in corrupt practices.

# Anti – Corruption Policy (Continued)

## 6. Risk assessment\*

The objective of corruption risk assessment is to ensure that every party recognizes the importance of the assessment of potential fraud and corruption risks as well as potential impacts on business objectives and operations. Therefore, the Company adopts a proactive approach to assess and review potential fraud risk on a regular basis (at least once a year) in order to identify increasing risk or varying risk assessment so that risk assessment can be kept up to date with changing factors or evolving forms of corruption. Moreover, this approach can ensure that risks can be identified and addressed in a timely manner, and fraud risk as well as corruption risk and enterprise risk can be properly assessed. The risk assessment approach can be summarized as follows:

- The Risk Management Committee and concerned departments identify and assess various risks and stipulate measures to control or reduce corruption risk to an acceptable level.
- The Internal Control Division compiles corruption risk assessment results, develops risk-related documents, and monitors activities conducted based on the risk management plan so that an annual report can be presented to the Audit Committee on a regular basis.

## 7. Control\*

- The internal control system of the Company encompasses finance-related matters and various activities related to accounting and data storage processes as well as other internal processes related to the control of corrupt practices.
- The Company stipulates a procedure whereby employees can engage in discussion about internal control performance related to anti-corruption measures.
- The Company has the Audit Committee which supervises internal control activities, preparation of financial reports, and other processes related to anti-corruption measures.

# Anti – Corruption Policy (Continued)

- The Company stipulates a procedure whereby senior executives are required to present regular reports of audit findings, as required under these anti-corruption measures, to the Audit Committee, the Corporate Governance Committee, and the Board.

## 8. Storage of information

- It is the Company's policy to pursue compliance with standards, principles, and relevant laws related to reporting of financial and accounting information.
- All types of expenses must have support documents, and collection and storage of internal data must comply with relevant laws and bylaws.
- The Company does not permit recording of false, incomplete, or improper information, or information derived from accounting manipulation. Moreover, accounts outside financial statements must not be maintained to allow improper payment to be made or concealed.

## 9. Human resources

The Company integrates this policy in human resources management.

## 10. Training and communication

- Every director, executive and employee at all levels will receive anti-corruption training and regularly receive brush-up training in order to ensure that everyone recognizes the importance of this policy. To this end, contents and training periods are designed to suit the needs of the personnel at different levels.
- Every director, executive and employee at all levels can learn about this policy from the company website :  
[http://www.thaisteelcable.com/investor\\_information.php?id=3&subid=4](http://www.thaisteelcable.com/investor_information.php?id=3&subid=4)
- The educational session of this policy is integrated into the employee orientation program (lecture-style), or an employee receives orientation before assuming a position in the Company.

## Anti – corruption policy (Continued)

- The Company will communicate this policy to distributors of goods/services and contractors before and after forming a business relationship.
- The Company encourages distributors of goods/services and contractors to uphold similar social responsibility standards.

### 11. In case of suspicion

If employees are not certain whether any action falls within the description of corrupt practices or have any question or doubt, they should consult their supervisors directly or contact the Internal Audit Division or the Compliance & Investor Relation Department.

### 12. Reporting corruption witnessing / tip-off/ complaint

Every stakeholder group can use the communication mechanism to file a corruption witnessing / tip-off/ complaint report. For this purpose, the Board provides channels for receiving and addressing stakeholders' complaints through the following channels:

#### Contact the Chairman of the Audit Committee

Company website	: <a href="http://www.thaisteelcable.com">www.thaisteelcable.com</a> (Heading: “Tip-off report”)
Postal service	: Chairman of the Audit Committee /Board of Directors Thai Steel Cable Public Company Limited 700/737 Moo 1, Panthong Sub-District, Panthong District, Chonburi 20160
Comment box	: (Red box) For all levels of employees Send comments at office and plant buildings

An incident can be reported urgently to the Board of Directors by contacting the Company Secretary at 038 447 200-15 ext. 626.

## Anti – corruption policy (Continued)

Tip-offs, complaints and recommendations will be taken up for consideration and resolved as deemed appropriate. Such issues will be dealt with on a case by case basis without revealing whistleblower's name. Moreover, such information will be kept confidential and a whistleblower protection program will be put in place in order to ensure that whistleblowers will not face any repercussion from the filing of such report.

The Company recognizes the importance of the need to keep whistleblower's identity confidential and stipulates a procedure for receiving complaints and investigating such matters. Moreover, such complaints will be kept confidential among concerned individuals. The Company will use these tip-offs for the purpose of operational management and internal oversight, or they may be disclosed upon receiving a legitimate order, a court order and/or any order from SEC, SET, government entities and/or concerned regulatory bodies. In this regard, the Audit Committee will consider and report these cases to the Board, where appropriate, on a regular basis.

Individuals filing tip-off or complaint reports will receive serious attention and will be protected from their superiors' abuse of power or unfair treatment aimed at retaliating against their actions.

Individuals filing tip-off or complaint reports must act in good faith. If it is found that any tip-off or complaint is false or tainted by corruptive or dishonest intent in order to cause harm to other person or to defame, disparage, or disgrace other person, the Company will further take appropriate actions.

### **14. Whistleblower protection measures**

- Whistleblowers can choose to remain anonymous if it is discerned that such disclosure will cause any harm or damage.
- The Company will keep relevant information confidential and will be mindful of the safety of whistleblowers. To this end, the Company stipulates the whistleblower protection measures to protect employee informants and those cooperating with fact-finding inquiries who will be safeguarded from unfair treatment stemming from reporting of tip-offs/ complaints.



# Anti – Corruption Policy (Continued)

## 15. Protection of directors, executives and employees

- The Company assures that directors, executives, employees or all concerned parties will not be demoted or punished or will face any negative consequence when refusing to accept a bribe, even though such refusal may cause the Company to lose business opportunities. The Company is confident that this policy will help enhance its values in a long run. Moreover, the Company will not allow anyone to intimidate or threaten any director, executive, employee and concerned individual who willingly complies with this policy.
- In case directors, executives, employees and all concerned parties believe that they are being threatened, intimidated or restrained, they can file a corruption witnessing /tip-off/complaint report with the Board through various channels in accordance with this policy.

## 16. Policy violation

- The Company will pursue disciplinary action against every director, executive and employee at all levels who violates this policy, including an immediate supervisor who ignores wrongdoing or learns of wrongdoing but fails to take proper action. To this end, the Company stipulates disciplinary actions as set out in its work rules and regulations. Lack of awareness about this policy and/or relevant laws cannot be used as an excuse for non-compliance.
- Any distributor of goods/services and contractor that violates the guideline under this policy or learns about any action that breaches this policy but fails to report the matter to the Company's management, or that provides incorrect information when an inquiry officer probes information about any action that breaches this policy may be terminated.

# Anti – Corruption Policy (Continued)

## 17. Oversight and review\*

The Company regularly reviews this policy (at least once a year) by taking into account changing situations, risk factors, and requirements. Then, review results will be presented to the Audit Committee so as to determine whether anti-corruption measures are adequate and effective. Subsequently, the Board will be informed of risk assessment outcomes and implementation status of risk management measures so that various risks can be maintained at an acceptable level.

## 18. Policy oversight and compliance assessment results

The Company requires that the Internal Audit Division must develop an annual internal audit plan, and the Risk Management Committee must perform risk assessment and implement risk management plan. Therefore, this stipulation can ensure that policy oversight and compliance assessment will be performed and relevant findings will be reported to the Audit Committee and the Board on a quarterly basis. Moreover, it also ensures that such information will be disclosed in annual report in accordance with the Company's policy.

## 19. Information disclosure standards

Follow the sustainability reporting framework, particularly anti-corruption issues, of the Global Reporting Initiative (GRI).

## 20. Other relevant documents

- Corporate Governance Manual
- Code of Conduct
- Articles of Association
- Company regulations

*Note: \*Refer to the internal control framework of the Committee of Sponsoring Organization of the Treadway Commission (COSO)*

## Support Activities Related to Community Development Policy

The Board of Directors support and focus on the business of sustainable growth, coupled with the development of society, the environment and quality of life in Thailand's community with a consciousness of social responsibility at all times. The company has the obligation and responsibility to support the activities that are beneficial to society, environment, and community continuous development to enhance the quality of life in Thailand's community in various fields for return to society. The guidelines are follows:

1. The Board of Directors authorized the management to carry out activities which are activities that develop community annually.
2. The management reports schedule and results to the Board of Directors which publicly disclosed annually in the company sustainability report.
3. Directors, executives, and employees at all levels participate in activities which develop community as schedule.
4. The company informs and encourages its business partners to participate which develop community as schedule.

# Report of Vested Interest of Director, Management, and Related Person Policy

Article 89/14 of Stock and Stock Exchange Act (vol. 4) B.E.2551 indicated that director and management shall report the vested interest regarding the management of company that belong to themselves or to their related person. This regulation effects from July 1, 2009 onward with purpose to provide necessary information that may create conflict of interest and lead to benefit transfer. Additionally, as the director and management, even perform prudently and with integrity, are required to make decision without vested interest either directly or indirectly. The information of this report could assist in monitoring the performance to comply with such regulations.

The company requires Director, Management, and Related Person submit a Report of Vested Interest as Criteria of Report Submission as followed.

1. The first report shall be submitted within 15 days from the date that the Board of Directors approves this form of report.
2. Inform every change within 15 days from date of change.
3. The secretary of the company shall collect information to propose to the Chairman of Board of Director and the Chairman of Audit Committee within 7 days from the date of submission.

Get a Report of Vested Interest form from Compliance & Investor Relation Department, contact number(038) 447 200 – 15 Ext. 626 or e-mail [compliance@thaisteelcable.com](mailto:compliance@thaisteelcable.com)

## Policy of Minimum Quorum at the Time of the Commission to Vote

The Board of Directors shall meet at least six times a year, and an extraordinary meeting may be arranged as deemed appropriate, whereby Directors must be notified of meeting agenda in advance at least 7 days prior to the meeting and sufficient information must be provided.

At Board meeting, at least one-half of the total number of Directors shall constitute a quorum, and the chairman of the Board shall assume the duties of meeting chair. In case the chairman of the Board is not present at the meeting or unable to perform such duties, if a vice chairman is present, he shall assume the duties of meeting chair. However, if there is no vice chairman or there is a vice chairman but he is not present at the meeting, attending Directors shall choose one member as meeting chair. During voting proceeding, the total number of a quorum must be at least two-thirds of the total number of Directors.

Decisions of Board meeting shall be taken by a majority of votes. One Director shall be entitled to one vote. Except the case where a conflict of interest arises, a Director who has interest on such matter shall not be eligible to vote. In case of a tie, the meeting chair shall be eligible to cast additional vote as a deciding vote.

## Knowledge Continuous Development for the Board of Directors Policy

The Board of Directors has a responsibility to stakeholders about business of the company and oversight management base on company's policy, company's guidelines, and company's objectives that will make the maximum benefit to all stakeholders. So that all directors have the potential to drive the company to company's vision and mission, the Board of Directors has a knowledge continuous development for the Board of Directors policy in terms of corporate governance, industry, business, technology, and new innovation, etc. For support the efficiency of committees. Directors must attend the course at least one person per year.

## Directorship in Other Companies of Managing Director

Managing director can devote more time for efficient performance of duties. The Board of Directors has policy and practices in regards to any position for managing director in line with the practices of good corporate governance. The Managing Director is responsible for reporting information about companies, type of business, and positions to the Board of Directors for approve before the inauguration at least 3 months besides a report of vested interest of director when take a position and should hold directorship in not more than 3 listed companies, excluding subsidiaries, affiliates, and joint venture that the company is required to supervise the management to protect the interests of the company.

# Nomination of Directors and Independent Directors Policy and Characteristics

## Nomination

The Board of Directors emphasizes for the nomination of directors and independent directors by specify the policy which the Board of Directors has to consists of an experts from various fields, in order to be able to advise the business properly and thoroughly.

The Nomination of directors has to consider the skills are lacking first and in line with the strategy of the business as process that have been disclosed in advance.

## Characteristics

Those who are appointed to serve as a director of the Company shall have the following basic characteristics.

1. Knowledge and expertise in running business.
2. Experience as a corporate executive managers level at least five years.
3. One of good governance has behaved properly prohibitions stipulated in the law of listed company and no criminal prosecution.
4. Able to devote time to their duties as directors and attend the shareholder meeting and other meetings every time.

## Structure and diversity of the Board of Directors

The Board of Directors consists of directors who are executives and Independent director that not less than three members and not less than one-third of all directors.

The Board of Directors specify the policy which the Board of Directors has to consists of an experts from various fields for them to be able to advise the business properly and thoroughly. Hence, there must have a director who specializes in the business of the company and directors who has skills in accounting profession at least one person as followed.



# Nomination of Directors and Independent Directors Policy and Characteristics

<b>Expertise and Skill</b>	<b>Director</b>	<b>Independent director</b>
Automotive industry	1. Mr. Sunsurm Jurangkool 2. Mr. Makoto Teraura 3. Mr. Sarit Patanatmarueng 4. Mr. Hajime Kato 5. Mr. Santi Patanatmarueng 6. Mr. Wutthiphum Jurangkool	1.Mr. Veerawat Korphibool
Accounting/ Finance	1. Mr. Thaveechat Jurangkool	1.Mr. Prinya Waiwatana
Others business	-	1.Mr. Apinan Na Ranong 2.Mr. Chatchai Earsakul
<b>Total</b>	7 persons	4 persons

# Whistle-Blowing Notice Policy

## Whistle-blowing Notice Policy

The company has good corporate governance and grants every stakeholder group can use the communication mechanism to file a corruption witnessing / tip-off/ complaint report. For this purpose, the Board provides channels for receiving and addressing stakeholders' complaints through the following channels:

### Contact the Chairman of the Audit Committee

- |                 |  |
|-----------------|--|
| Company website | : <a href="http://www.thaisteelcable.com">www.thaisteelcable.com</a><br>(Heading: “Whistle-blowing Notice Policy”)   |
| Postal service  | : Chairman of the Audit Committee /Board of Directors<br>Thai Steel Cable Public Company Limited<br>700/737 Moo 1, Panthong Sub-District,<br>Panthong District, Chonburi 20160 |
| Comment box     | : (Red box) For all levels of employees<br>send comments at office and plant buildings.  |

An incident can be reported urgently to the Board of Directors by contacting the Company Secretary at 038 447 200-15 ext. 626.

Tip-offs, complaints and recommendations will be taken up for consideration and resolved as deemed appropriate. Such issues will be dealt with on a case by case basis without revealing whistleblower's name. Moreover, such information will be kept confidential and a whistleblower protection program will be put in place in order to ensure that whistleblowers will not face any repercussion from the filing of such report.

The Company recognizes the importance of the need to keep whistleblower's identity confidential and stipulates a procedure for receiving complaints and investigating such matters. Moreover, such complaints will be kept confidential among concerned individuals. The Company will use these tip-offs for the purpose of operational management and internal oversight, or they may be disclosed upon receiving a legitimate order, a court order and/or any order from SEC, SET, government entities and/or concerned regulatory bodies. In this regard, the Audit Committee will consider and report these cases to the Board, where appropriate, on a regular basis.

## Whistle-Blowing Notice Policy (Continued)

Individuals filing tip-off or complaint reports will receive serious attention and will be protected from their superiors' abuse of power or unfair treatment aimed at retaliating against their actions.

Individuals filing tip-off or complaint reports must act in good faith. If it is found that any tip-off or complaint is false or tainted by corruptive or dishonest intent in order to cause harm to other person or to defame, disparage, or disgrace other person, the Company will further take appropriate actions.

# Succession Policy

In order to maintain business stability, to lower the risk of vacated director and to comply with the internal control guidelines, the Board of Directors assigns the Nomination and Remuneration committee to prepare the succession plan of Chief Executive Officer, Director, Managing Director, General Manager and propose to the Board of Directors for further consideration.

## **Chief Executive Officer and Director**

### Principle

To prepare the succession plan of Chief Executive Officer and Director

### Method

When there are vacancy in position of Chief Executive Officer and Director, or those in position are incapable, the Nomination and Remuneration committee shall arrange for meeting to appoint the secondary executive to acting in such position for not less than 3 months. During that, the NRC will acquire the qualified to fill in.

In event that the acting person performs well, the NRC may propose to work permanently in such position. However, once the performance is not favorable, the NRC will recruit more candidates.

### Basic Qualifications of Chief Executive Officer and Director

- Education not lower than Master's degree. This can apply otherwise once the applicant holds qualifications that meet the discretion of the NRC.
- More than 10 years experiences in position of Managing Director of peer industry or of organizations with similar revenue size.
- Able to conduct a strategic planning and organizational planning.
- Having leadership skill, vision, idea that comply with corporate governance policy, business, and culture of organization.
- Having moral and ethics with good personal background.

## Succession Policy (Continued)

### **Senior General Manager and General Manager**

#### Principle

To prepare the succession plan of Senior General Manager and General Manager

#### Method

Executive in level of Senior General Manager and General Manager shall prepare their own succession plan by transferring knowledge to potential candidates which are likely to perform in place of themselves in case of emergency, resignation, or retirement.

#### Basic Qualifications of Senior General Manager and General Manager

- Education not lower than Bachelor's degree.
- Not less than 10 years experiences in position of management of peer industry or of organizations with similar revenue size.
- Able to conduct a strategic planning and organizational planning.
- Having leadership skill, vision, idea that comply with corporate governance policy, business, and culture of organization.
- Having moral and ethics with good personal background.

## Tax Policy

The Company commits to being a valuable growth organization with sustainable tax responsibility and a good citizen in charge of taxes in order to create value added for the society and build trust for all stakeholders with the guidelines as follow:

1. The Company complies with the tax process by adhering to tax laws and regulations including the use of tax benefits received from the Board of Investment.
2. The Company adheres to laws and regulations and aims to manage tax risk including tax consequences caused by tax policy changes or government tax management, risks of all tax related activities covered regulatory compliance risk, operational risk, and financial reporting risk.
3. Transparent tax reporting to the government and accordance with the requirements regarding the disclosure of all tax duties.

# Appendix

## Definition

<b>Company</b>	Refers to Thai Steel Cable Public Company Limited.
<b>Board of Directors</b>	Refers to the board of directors of Thai Steel Cable Public Company Limited.
<b>Director</b>	Refers to board member of Thai Steel Cable Public Company Limited.
<b>Executive</b>	Refers to Chief Executive Officer, Deputy Chief Executive Officer, Managing Director, Senior General Manager ,General Manager, and Manager of Thai Steel Cable Public Company Limited.
<b>Employee</b>	Refers to staff, contract staff and temporary worker of Thai Steel Cable Public Company Limited.
<b>Stakeholder</b>	Refers to shareholders, employees, customers, suppliers/creditors, government, private sector, societies, communities and environments.
<b>Review</b>	Means examination of works, methods, conditions, events or reports.
<b>Connected</b>	Refers to a connected transaction according to the provisions of the Stock.
<b>Transaction</b>	Exchange of Thailand or a transaction executed between the Company or its subsidiary and a director, an executive or a related party according to the securities and exchange law.
<b>Related company</b>	Refers to partnership or juristic person according to Section 258 (3) to (7) of the Securities and Exchange Act B.E. 2535 (1992).

## Appendix (Continued)

<b>Conflict of interest</b>	Refers to engagement of any activity involving personal or related person's interest, whether through biological ties or other channels, that influences a decision, which may constitute hindrance or obstruction of utmost benefits of Thai Steel Cable Public Company Limited.
<b>Offers of things or any benefits</b>	Means any activity that may have personal preferences, or of the connected person, whether by blood, or any other that have influence on decision making, or may be hindered, or impede the greatest benefits.
<b>Related person</b>	<p>Means A person who is associated in any manner, the following:</p> <p>(1) A person having the authority to control the Company's business and in the case of corporation shall include the directors of such juristic person.</p> <p>(2) A spouse, a minor child or adopted minor child of the director, the executive or the person under (1)</p> <p>(3) A juristic person which the person under (1) or (2) has the authority to control its operation</p> <p>(4) Any other persons as specified in the Notification of Capital Market Supervisory Board.</p>
<b>Tradition</b>	Means a festival, Memorial Day or a succeeded activity having unique and being important to society.
<b>Bribery</b>	Means an offer / acceptance of gifts, rewards or any benefits for themselves or from people who want to convince them to do something illegal or dishonest business ethics.
<b>Corruption</b>	Means to all forms of bribery such a promise / offer to be provided. Claims or receive (in cash / assets). Or any other benefit is not appropriate. Government officials Private sector partners, customers and stakeholders. Either directly or indirectly.



## Appendix (Continued)

**Disclosure**

Means the disclosure of information relating to business activities of the company under the Public Limited Company Act B.E. 2535, the Securities and Exchange Act, B.E. 2551, the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

## References

1. The Principles of Good Corporate Governance for Listed Companies 2006:  
The development of corporate governance, The Stock Exchange of Thailand
2. The Securities and Exchange Commission Act (No.4) B.E. 2551
3. The Code of Best Practice for Directors of Listed Companies:  
The Stock Exchange of Thailand
4. Report on Corporate Governance: The Stock Exchange of Thailand
5. Director's Handbook: the Securities and Exchange Commission
6. Corporate Social Responsibility Guidelines. The Stock Exchange of Thailand
7. The criteria for evaluating the status of corporate governance:  
The Thai Institute of Directors Association
8. The Roles, Duties and Responsibilities of the Director of Listed Companies:  
DCP Program: Thai Institute of Directors
9. OECD Principles of Corporate Governance:  
Organization for Economic Cooperation and Development.
10. GRI and ISO 26000: How to use the GRI Guidelines in conjunction with  
ISO 26000
11. UN Global Compact



บริษัท ไทยสตีลเซเมนต์ จำกัด (มหาชน)

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ตำบลพานทอง อำเภอพานทอง จังหวัดชลบุรี 20160