



Section 2

Corporate Governance

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Corporate Governance Policy

The Company conducts itself in accordance with the Code of Best Practice with the awareness that such practice is vital to the Company's operations in ensuring efficient management system as well as continuous and steady expansion of the Company's business, leading to confidence for shareholders, investors, and related parties together with creating long-term greatest benefit to the Company. The Company set its Good Corporate Governance policy based on good corporate governance principles for listed companies as specified by the Stock Exchange of Thailand, with the objective to use as in the Company's corporate governance. The Board of Directors has distributed the policy to directors and personnel of all levels to create understanding and compliance, with the content covering the following key principles. It could be divided into the following 5 sections.

Section 1 Rights of Shareholders

The Company is aware and places emphasis on the rights of shareholders by not engaging in any activities which intrude or exempt such shareholders of their rights. The Company will respect and strictly protect the basic rights of shareholders in matters including the purchase, sale, or transfer of shares, the right to receive share certificates, the right to receive a share of the Company's profits, the right to receive sufficient information on the Company, the right to express one's opinion and vote in shareholders' meetings to collectively determine key changes in Company policies, appointment and revocation directorship, appointment of auditor, determination of audit fees, and other matters which impact the Company such as the payment of dividends, determination or modifications to the Articles of Association and Memorandum of Association, and increase or decrease of share capital.

The Board of Directors set good corporate governance policy to the Company to adhere to, covering the following principles.

1. Rights and equitability of shareholders and stakeholders
2. The Board of Directors is committed to creating value for the Company by exercising caution in management and regularly assessing risk factors for the greatest benefit for shareholders.
3. Operating with transparency and complete information disclosure
4. Operating with attention to business ethics

The Company's shareholders have the right to take any action with equal voting rights as stated in the Company's Articles of Association, whereby one shareholder has vote equal to 1 share per 1 vote. As a result, the shareholders as the owners of the Company are entitled to have the participation and give their opinion in about of the Company's strategic direction fo the business. By each shareholder's meeting, Shareholders have the right to decide and vote on various matters such as; right to acknowledge the Company's operating results; right to approve the Company's financial statements; right to receive their share of profits; right to propose agenda items; right to nominate qualified candidates as the board of directors and individual directors; right to approve the remuneration of board of directors; right to approve the appointment auditors and the remuneration of audit; and right to approve the connected transactions. And basic rights of shareholders in accordance with related regulations and law.

Section 2 Equitable Treatment of Shareholders

The Board of Directors is aware of the rights of shareholders and places emphasis on equitable and fair treatment of all shareholders, whether or not such shareholders are executives, of certain nationalities, or own a significant portion of the Company's shares. As such, the Company has a policy on treating shareholders with equitability, as well as protecting and retaining basic rights of shareholders. Shareholders have equal rights in the purchase, sale, or transfer of shares, receiving a share of the Company's profits, receiving sufficient information concerning the Company and its operations, attending shareholders' meetings to vote on

various matters such as the appointment of directors or revocation of directorship, appointment of external auditor and determination of auditor remuneration, as well as key matters including dividend payment, determination or modifications to the Articles of Association and Memorandum of Association, increase or decrease of share capital, and approval of special transactions. The equitable treatment of shareholders are the following details.

2.1 Shareholders' Meeting

- Shareholders have equitable of their rights to cast into the vote, a shareholder has 1 vote for 1 share in the Company, enabling participation in the Company's key decisions.
- The Company gives shareholders the opportunity to propose matters to be included as agenda as well as to propose persons to be considered for election as director in the Annual General Meeting at least 1 month in advance before the date of the Annual General Meeting, in accordance with the Company's guidelines.
- The Company sends out invitations to shareholders' meeting together with supporting documents in the consideration of each agenda item and the opinion of the Board of Directors for every agenda at least 7 days prior to the date of the shareholders' meeting, unless specified otherwise in the notification, announcement, order, or specification of the Stock Exchange of Thailand and Securities and Exchange Commission. The Company also discloses such invitation to shareholders' meetings on the Company website at least 1 month prior to the date of the shareholders' meeting such that shareholders have sufficient time to carefully study the information and make informed decisions. The invitation to shareholders' meeting will be prepared in Thai and disclosed together with an English translation of the whole document.
- The Company informs shareholders of the specification and methodology in attending shareholders' meetings in the invitation to shareholders' meetings, as well as the methodology and process associated with voting, vote counting, and voting rights of different classes of shares at the start of the meeting. During the meeting, the Company will arrange for a clear process of information presentation, inquiries, voting, and resolution of each agenda. The Company gives shareholders the opportunity to submit inquiries in advance, as well as facilitates shareholders in opening registration 1 hour prior to the meeting time and enabling until the end of the meeting.
- The Company will not deprive shareholders of the right to receive information on the Company as required in accordance with various regulations, as well as during shareholders' meetings such as unexpectedly failing to distribute additional documents containing important information, denying the addition of agenda items or modification of key information without informing shareholders in advance, and denying access to the meeting for shareholders arriving late.
- The Company facilitates and encourages shareholders and proxies in attending shareholders' meetings and exercising votes by proceeding with the order as specified in the invitation to shareholders' meetings, denying unnecessary additions to the agenda by executives without informing shareholders in advance especially for agenda of importance which shareholders require time to consider facts before arriving at a decision, allowing shareholders and proxies attending the meeting to express opinions, provide suggestions, and make inquiries in each agenda with suitable and sufficient amount of time, and allowing shareholders to vote on the appointment of directors on an individual basis.
- In case that shareholders are unable to attend the meeting, the Company facilitates in giving proxy to independent directors or any other persons to attend the meeting in the shareholders' place and prepares Proxy Form B, in which shareholders may specify the allocation of their votes on each agenda, available for download from the Company website. As such, the Company will propose names of at least 1 independent director for shareholders to consider and give proxy.
- The organizing of shareholders' meeting, the Company will use a place that is convenient for traveling, by provide a map which shows the meeting place of shareholders in the invitation letter. Including, arrangement with the appropriate date, time, and allocate sufficient time for the meeting in order to comply with the policy that will facilitate the shareholders of the Company.
- The Company arranges for the clear, accurate, completely record of minutes of the meeting and meeting's resolutions such that shareholders are able to perform checks, and will disclose such minutes of the meeting on the Company website after submission to the Stock Exchange of Thailand.

Moreover, the Company regularly discloses information to shareholders through the Stock Exchange of Thailand's communication channel as well as the Company website.

2.2 Conflicts of Interest

The Company focused on the considering to elimination of conflicts of interest and operate with honesty and independence under the framework of good ethics for the company' overall benefit. As such, to create transparency and prevent any attempts to seek personal benefits, the Company stipulates that directors, executives and related parties are to disclose information on their stakes to the Board of Directors through the Company Secretary. Reporting the ownership of the Company's securities to the Board of Directors in compliance with Securities and Exchange Law as well as notification, announcements, orders, or regulations of the Stock Exchange of Thailand and Securities and Exchange Commission. In addition, during executive meetings and the Board of Directors' Meetings, persons with conflicts of interest or persons who may have conflicts of interest are to abstain from expressing their opinion and voting on the matter.

The Company has also set policy and approval procedure for transactions with conflicts of interest or related party transactions, specifying the disclosure of information regarding the names and relationship between related parties, pricing policy, value of transaction, as well as the opinion of the Board of Directors on the transaction, strictly in compliance with the notification of the Stock Exchange of Thailand and Securities and Exchange Commission on related party transactions for overall equitable benefits of shareholders. Moreover, the Company will also disclose related party transactions the Annual Report (56-1 One report) as well as in the notes to financial statements which the Company's external auditor has audited.

2.3 Monitoring Use of Internal Information

The Company is aware of the importance of instances where the Company's internal information is used for personal benefit. As a result, internal information policy is set to prevent directors, executives, and personnel from disclosing such information to other parties or exploiting such information for personal benefit, benefit for others, or enter into transactions which may pose conflicts of interest. The Company would like to inform directors, executives, and personnel that:

- Directors, executives, and personnel of the Company shall retain secrets and/or internal information and shall not disclose such secrets and/or internal information or seek personal benefits or benefit for others whether directly or indirectly, and whether compensation is exchanged, unless such information has been publicly disclosed by the Company.
- Directors, executives, and personnel of the Company who have access to financial information of the Company and/or information of significance which has an impact on securities price shall avoid the purchase or sale of the Company's securities 1 month before the disclosure of financial statements or internal information and 24 hours after the disclosure of such information. Information of significance are not to be disclosed to other individuals including spouse and minor children of directors, executives, and personnel of the Company. Violation of such stipulation constitutes severe wrongdoing and the Company will issue a letter of warning. Should such action continue, the Company will dismiss such individual without severance pay.

In addition, the Company provides training to educate directors and executives. Regarding, to report property holdings of one's, spouse, and minor children to the SEC Office in accordance with Section 59 and the penalties under Section 275 of the Securities Exchange and Exchange Act B.E. 2535. The directors and executives have a duty to report the acquisition and changes in securities holdings to the SEC Office. In accordance with Section 59 of the Securities Act. 2535 within 3 business days following the transaction date and send a copy of this report to the Company on the same day the report is submitted to the SEC Office.

Section 3 Roles of Stakeholders

The Company places emphasis on the rights and equitable treatment of stakeholders in relation to the Company's business operations both internally. The Board of Directors is aware of the rights of stakeholders and the treatment of stakeholders in accordance with such rights, conditions, laws, and regulations such that stakeholders are treated well. The Board of Directors will consider the arrangement of having a process which supports cooperation between the Company and stakeholders to create financial wealth and business sustainability. As well as, the efficiently disclose adequate and sufficient information to stakeholders, and will not take any action which would deprive the rights or create adverse effect to stakeholders.

3.1 The policy on treatment of stakeholders by the company's good corporate governance to several key stakeholder groups are as follows.

Shareholder	The Company is committed to better represent the shareholders in business to create maximum satisfaction for shareholders by taking into account of the growth of value of company in long-term and actions reveal information in a transparent and credible.
Employee	The Company recognized the importance of employees as the supporter of company's work plans and the one who help drive company to the determined business objective. Thus, the company treats all employees fairly and equally. The company also encourages employees to participate in the atmosphere felling safe at work by setting clearly and concisely steps of working, choosing equipment that meet the safety standard, analyze safety risk to establish appropriate defensive control measures, communicate with employees to make them understand and work in the common direction, create good working atmosphere and team building. These help build team confidence and spirit in working as well as ensure employees' well-being.
Executive	The Company recognizes the importance of the executives as the people who plays important roles in determining strategic directions and business plans as well as controlling the Company to move in the right direction to achieve the target determined by the board of directors. To show our awareness, the Company proposes appropriate and fair compensation to the executive in order to compensate and motivate the executive's intention and effort in management to achieve company's determined target.
Business Partners	The Company recognizes the importance of the Company's business partners that help support and drive business to achieve its determined growth and target. Thus, the Company will treat all the partners equally and fairly on the basis of fair return to both parties and strictly comply with trading condition.
Customers	The Company recognize the importance of customers by giving first priory to maintaining good and sustainable relationship with them, complying with contracts, agreements or conditions transparently, committing to meet and serve goods and services for satisfaction and confidence to customers and disclose customers secret information.
Trade Partners	: The Company conducts fair practice with all trade partners, strictly complies with trading conditions and not demand or receive any dishonest benefits from the trading partners.
Creditors	The Company complies with agreements between the Company and its creditors by paying creditors in a timely manner to creating trust and sincerity among each other.
Competitors	The Company complies with competitor in a frame of fairly rule and emphasize on creating of business competitive edge by developing the Company's potential, not to seek confidential information of business competitors in an improper or dishonest manner or damage the reputation of our competitors either directly or by indications.
Environment	The Company places important on environment preservation by preventing environmental impact which may incur and exceed legal limit as well as increase efficiency of resources usage and controlling its environmental impact in accordance with the laws and regulations.
Community/Society	The Company recognizes the supporting in activities of promoting quality of life and cultivating social responsibility spirit to employees at all level that can lead to the development in community, society and environment.

**Government
Sectors and
Related Units**

The Company recognizes the roles, duties and responsibilities of government sectors and related units and has a strong intention of cooperating with them to lighten their loads by complying with related rules, regulations, and laws. In addition, the secretary is assigned to responsible for inspecting and reviewing the compliance with related rules, regulations, and laws and the performance of internal auditors whether it in accordance with the manual and related standard or not before sending the report of review and inspection to the board of directors annually.

The Company also arranges communication channels to notifications of leads, complaints, opinions, or suggestions which indicate that stakeholders have been affected or are at risk of being affected, which would lead to damage being inflicted on all stakeholder groups, by the Company's operations, actions of personnel regarding unlawful or unethical practices, and actions which may indicate fraud, inequitable treatment, or actions lacking caution and prudence. Such notifications or inquiries are made to the Audit Committee through the Secretary of the Audit Committee and the Company will investigate in accordance with the process without disclosing information on the whistleblower and treating as confidential to protect such whistleblower from any impact which may occur, and report to the Board of Directors.

3.2 Anti-Fraud

The Company has specified a framework for the Company's Code of Conduct on matters such as conflicts of interest, the safeguard of confidential information and use of internal information, and the acceptance of gifts, assets, or other benefits. All personnel are prohibited from requesting gifts, assets, or other benefits which contribute to motive in the execution or non-execution of wrongful duties or any action which could lead to personal benefits for oneself or family.

The Company provides channels for all stakeholders who have complaints, suggestions or any doubts about illegal, unethical practices, code of conduct inaccurate financial reports, or a defective internal control system. Which can notify or inquire by directly filing a complaint to the Chairman of the Audit Committee by contacting the secretary of the audit committee. The Company will carry out the complaint justly and secretly in accordance with the petition process and result of the investigation will be reported to the board of directors.

**Report fraud
and corruption clues**

Miss Nattiya Jarusombut
Secretary of the Company's email : info@caz.co.th

**Other communication
channels**

Human and Resources Department: 098-586-6616
Safety and Environment Department : 038-606 242 Ext. 326

In order to protect the rights of the whistleblower, the complainant and the informant, or those who participated in the investigation, the Company will conceal name, address, and any information that can possibly identify them. In addition, the Company will keep all information confidential. Only responsible person who conducts the investigation will be able to access such information.

Section 4 Disclosure and Transparency

The Company place the importance of the disclosure of information crucial to the decision-making process to investors and stakeholders of the Company. The information to be disclosed are including both financial and non-financial statements and reports which are disclosed by correctly, accurately, on a timely basis and transparently, through the proper channels that users can fairly and trustfully access. This is to ensure that shareholders and all stakeholders are equally receiving information in accordance with regulations of the Stock Exchange of Thailand and Securities and Exchange Commission through the Stock Exchange of Thailand. The Company has disclosed the information of company via the annual report, media and publishing information of the stock exchange of Thailand and the Company's website both Thai and English version.

4.1 Board of Directors' Report

The Board of Directors is responsible for the preparation of financial reports and financial information, in accordance with international accounting standards generally accepted in Thailand and with related laws, which have been audited by the independent external auditor. Accounting policies chosen are appropriate and consistently applied, with preparation done with cautious

discretion and sufficient disclosure of key information in the notes to financial statements. The Board of Directors has appointed the Audit Committee responsible for monitoring the quality of financial reports and internal control system, with disclosure of the opinion on such matters to be included in the Audit Committee Report section of the Annual Report together with the Report on Responsibilities of the Board of Directors to Financial Statements and the Auditor's Report.

4.2 Investors relationship

Board of Directors placed focusing on the disclosure of information that is accurate, complete, and transparent in terms of disseminating various news and general information. Additional, the important information that may affect the Company's stock price for shareholders, investors analysts and other investors. All the Company's information is disclosed through the Stock Exchange of Thailand's communication channels. Including, publishing and/or other publications such the Company's website (www.caz.co.th). Shareholders and investors may contact the Company's investor relations officer, Ms. Nattiya Jarusombat, through telephone at 038-606-242 or through e-mail at info@caz.co.th.

The Company participated in opportunity day activities organized by the Stock Exchange of Thailand. Generally, the executives are participating in this activities and answer questions for investors, analysts and the general public who participated in the activities are Chief Executive Officer, Director, and Chief Financial Officer. In the past year, the company Participated in investor relations activities a total of 3 times.

Section 5 Responsibilities of the Board of Directors

The Board of Directors consists of persons with knowledge, expertise and experiences that can benefit the Company. They play a key responsibility in approving business strategy and business directions, including, following up results of the Company operating by quarterly. Moreover, they pay attention into the internal control and internal audit for the benefit of the company and shareholders. The Board of Directors not only place emphasis into the company's financial performance, but also emphasis into ethics, social, and environmental impact as well. The Board of Directors has appointed a number of sub-committees to assist in the corporate governance of the Company totaling to 4 committees such Audit Committee, Executive Committee, Risk Management Committee, and Nomination and Remuneration Committee. The Company has separated the roles and responsibilities of all committees to ensure independence of decision-making and operating's vision.

As at 31 December 2021, the Board of Directors consists of 9 directors, with 3 directors who are not executives, with complete qualifications as independent directors, making up no less than one-third (1/3) of the total number of directors, to serve as checks and balances in the consideration of various matters and to oversee management practices of executives for the greatest benefit of the Company.

The Company has a policy to separate the position of the Chairman of the Board of Director and Chairman of Executive Committee/Chief Executive Officer are different persons. In order to prevent having unlimited power to manage the Company's operation. However, the Company Secretary performs the task of advising on various regulations that the Board of Directors should be aware and should ensure compliance in the Board's activities, as well as coordinate for compliance with the Board of Directors' resolution. The responsibilities of the Board of Directors are following;

5.1 Corporate Governance Policy

The Board of Directors have established corporate governance policies of the Company in written which cover the equitable treatment of shareholders. Including, placed emphasis on the Company's operation with highly benefits, a sustainable and stable growth in the long-term business operation. Together with, carefully of the performing duties of their best abilities and sufficient efficiency for the best interests of shareholders and related stakeholders. Especially, in terms of risk management which is assessed strategize and monitoring risk management appropriately and regularly.

In specifying guidelines for operations, the Company places emphasis on internal control and internal audit, whereby the Board of Directors will evaluate the sufficiency of the Company's internal control system every year in accordance with good corporate governance principles set by the Stock Exchange of Thailand. Moreover, all committee and the management team are attending to Thai Institute of Directors Association (IOD) and other training programs continuously to gain knowledge on duties of committee and the management.

5.2 Anti - Corruption

The Company is aware of and gives importance to anti-corruption both inside and outside the organization. The Company commits to conduct business with transparency and accountability which can be audited in all working processes and procedures and the Company does not accept all forms of corruption. Besides, the Company regulates policies and measures to prevent and combat corruptive activities. The Company communicates with employees of all levels and the organizational ethics is determined to encourage all employees to be aware of corruptive actions as the Company realizes that corruption destroys business, society, and the country. Therefore, the implementation of anti-corruption must come from the intention of all agencies and sectors to join their forces to drive, instill, and enhance corruption-free for Thai society.

5.3 Code of Conduct

The Company has set the ethical practices of the Board of Directors, executives and employees to all relevant guidance in the performance of its mission with integrity and equitable treatment to company and all groups of stakeholders. The Company has announced and informed to all employees to know and practice strictly.

5.4 Conflicts of Interest

The Board of Directors set policy on conflicts of interest with the basis of making any operational business decisions solely for the greatest benefit of the Company and the avoidance of any actions which may pose as conflicts of interest. Related parties are to inform the Company of the nature of relationship in such transactions, abstain from the consideration of such transactions, and do not have the authority to approve such transactions.

The Audit Committee will report to the Board of Directors on related party transactions and transactions with conflicts of interest after careful and appropriate consideration. The Company is also in strict compliance with the guidelines of the Stock Exchange of Thailand and Securities and Exchange Commission with regards to the determination of price and terms with persons who may have conflicts of interest as if such transaction were done with normal persons on an arm's length basis as well as disclosure of information memorandum as specified by the Stock Exchange of Thailand. The Company will also disclose information on such transaction in the financial statements and Annual Report.