

# **Corporate Governance Policy**

## **(Fourth Edition)**



**EASY BUY Public Company Limited**



## **Corporate Governance Policy EASY BUY Public Company Limited**

### **1. Purpose and Scope of the Policy**

EASY BUY Public Company Limited has set up the Corporate Governance Policy in order to be the principles and practices for the Board and Executives of the Company in order to ensure improving management efficiency and transparency, and then creating trust and confidence amongst its shareholders, investors, other stakeholders and all relevant parties, which shall be beneficial to the long-term sustainable growth of the Company together with the Thai economy.

### **2. Definition**

"Board" means the executive directors and non-executive directors that are appointed by the shareholders' meeting or the Board of directors' meeting.

"Company" means EASY BUY Public Company Limited

"Corporate Governance Policy" means a system that is a set of structures and processes of the relationships between the Company's Board of directors, its management, its employees and its shareholders to enhance its competitiveness, its long-term sustainable growth and its shareholders' value with taking into account the interests of other Company stakeholders.

"Executive" means a person who takes a position of Executive Vice-President up including Chief Executive Officer.

"High Level Executive" means a person who takes a position of Executive Officer up including Chief Executive Officer.

"SEC" means the Securities and Exchange Commission

"SET" means the Stock Exchange of Thailand

"Stakeholder" means directors, executives, employees, shareholders, customers, creditors, business partners, competitors, social and environment, regulators etc, which can affect or is affected by the Company.

"Sub-Committee" means a group of directors appointed by the Board of directors to do specific tasks on behalf of the Board to support the Board in reviewing and screening some important or sensitive issues.

### **3. Basic Principle of Practice**

#### **3.1 Fundamental Principles**

EASY BUY Public Company Limited has set up the Corporate Governance Policy in order to be the principles and practices for the Board and Executives of the Company in order to ensure improving management efficiency and transparency, and then creating trust and confidence amongst its shareholders, investors, other stakeholders and all relevant parties, which shall be beneficial to the long-term sustainable growth of the Company together with the Thai economy.



### 3.2 Vision and Mission

Easy Buy Public Company Limited has established its Vision and Mission to build up the corporate culture which values working together, and as a guideline in practice of all employees as follows;

#### 3.2.1 Vision

We, EASY BUY Public Company Limited, carry out our business with intention to contribute to society through the following mission statements;

#### 3.2.2 Mission

- 1) **Consciousness & Pride;** we implement our duties with consciousness and pride that our work can contribute to society.
- 2) **Creativity & Open Mind;** we are open minded to all new ideas and innovation for the betterment of our services.
- 3) **Continuous Improvement;** we are constantly seeking new ways to enhance our performance and standards to offer our customers the highest quality service.

### 3.3 Principles and Practices of the Corporate Governance

#### 3.3.1 Right of Shareholders

The Board recognizes and emphasizes shareholders' rights and avoid any action that violates its rights including maintaining shareholders' fundamental rights and equitability as stipulated by law and in the Article of Association, such as rights on trading or transferring of shares, sharing the profit of the Company, obtaining relevant and adequate information of the Company in a timely manner and on a regular basis, participating and voting in the shareholders' meeting to elect or dismiss the member of the Board, appointing the external auditor, and making a decision on any transactions that affect the Company, such as dividends payment, amendments of the Articles of Association or the Company's affidavit, capital increase or decrease, and approval of extraordinary transaction, etc. The Board considers all the statutory rights of shareholders, which shall include, but not limited to, the followings:

- 1) The Shareholders' Meeting
  - 1.1) The Board encourages all shareholders including all types of institutional shareholders, to attend the Company's shareholders meeting.
  - 1.2) The Board sets priority to the shareholders' meeting and has policy to conduct the shareholders' meeting according to the law and guidelines prescribed by the regulatory bodies. When calling a meeting of shareholders, the Board shall provide a notice of the annual general meeting and extraordinary general meeting indicates the place, date, time, agenda with the Board's opinion in each agenda with shareholders and notify it publicly on company's website, together with other appropriate details for decision making

in advance of meeting date adequately and timely. Furthermore, the Board will not prohibit shareholders' right to study the company information such as financial report, operating result, company rating, social contribution, etc.

- 1.3) The Board shall facilitate shareholders' participation and voting in the meeting and encourage their rights to attend the meeting. Hereby, a meeting of shareholders shall be held in the area where the Company's head office is located for convenience and no costly for shareholders.
  - 1.4) The Board allows all shareholders to send their questions to the Company prior to the meeting date in advance by complying with determined criteria of the Company.
  - 1.5) Shareholders who could not attend the meeting may appoint a proxy or a company director or an independent director to attend and vote at a meeting of shareholders on his/her behalf. For the best benefit of shareholders, the Board has encouraged the shareholders to use proxy form which they are able to specify their vote(s). The instrument appointing a proxy shall be made in a form prescribed by the Public Companies Registrar.
- 2) Procedures on the Shareholders' Meeting Date
- 2.1) The Board provides procedures of attendee registration, ballots counting and processing voting results in order to encourage accurate and appropriate meeting systems.
  - 2.2) The Board shall attend the meeting and answer all questions of shareholders clearly and precisely.
  - 2.3) In the meeting, when there is bundling of several items in each agenda, shareholders have to vote each item; for example, election of directors.
  - 2.4) The Chairman of the meeting shall address each opinion, question, or recommendation of shareholders, giving adequate time for debate on each agenda.
  - 2.5) The Chairman shall conduct the meeting according to the order of the agenda and not add an item without notifying shareholders in advance.
- 3) Writing and releasing of the minutes of shareholders' meetings
- 3.1) After the shareholders' meeting, the Board shall complete the minutes of the meeting within 14 days of the meeting date and notify the minutes of the shareholders' meeting publicly on company's website.
  - 3.2) The minutes of shareholders' meetings include a description of the voting and vote tabulation procedures, including an opportunity for shareholders to ask questions or raise issues, questions and

answers, resolutions, voting results of each agenda item containing approving, dissenting, abstaining votes, as well as a list of the board members who attended or missed the meetings including the name of minute taker.

### **3.3.2 Equitable Treatment of Shareholders**

The Company respects and treats all shareholders, including those with executive positions and non-executive shareholders, Thai shareholders and foreign shareholders throughout minority shareholders and majority shareholders in an equal way to ensure that the Board and Executives have duty in protection of the shareholders' benefit and basic shareholder rights on equitable basis.

#### 1) Release of information before the shareholders' meeting

- 1.1) The Board shall ensure that the Company delivers meeting notice at least seven days prior to the date of the meeting, with detailed agenda and the Board's explanatory circulars before the date of the meeting according to defined laws and informs shareholders of meeting procedures and voting criteria, including the voting rights.
- 1.2) The Company's notice of shareholders' meeting shall be fully translated into English and Thai and be published at the same time.

#### 2) Protection of minor shareholders

- 2.1) The Board respects and treats all shareholders in an equal way without any discrimination to ensure that the Board and Executives have duty in protection of the shareholders' benefit and basic shareholders' rights on equitable basis.
- 2.2) All shareholders including minor shareholders and a shareholder in a management position are able to submit in advance and subject to the Board's regulation a written request to the Board to consider any matter in addition to the agenda prescribed in the notice of meeting as defined by the Article of Association of the Company.

#### 3) Protection against abuse of inside information

The Board provides procedures concerning the maintenance and protection of inside information in a part of the Company's Ethics and Code of Business Conduct. Directors and Executives regularly submit to the Board a report on their ownership of the company's shares and this information should be disclosed in the Company's annual report.

#### 4) Conflicts of interest by directors

- 4.1) The Board emphasizes prevention against the conflicts of interest to ensure that the Company operates business transparently and fairly. The conflicts of interest are set up in a part of the Company's Ethics and Code of Business Conduct to be complied with by the Directors, Executives and Employees.

- 4.2) Directors have to inform the Board of their conflicts of interest regarding each agenda item before consideration by the Board and should abstain from participating in the board discussion on a particular agenda item in which a given director has a conflict of interest and such conflicts issued shall be taken in minutes of the meeting.

### **3.3.3 Role of Stakeholders**

The Board has a policy to respect rights of all stakeholders and to comply with the relevant laws and regulations in order to promote cooperation between the company and its stakeholders to create wealth, financial stability and sustainability of the firm.

The Company shall disclose the policy through the website and/or the firm's annual report.

#### **1) Setting policies affecting stakeholders**

- 1.1) The Board has included principle of conducts to stakeholders of the Company such as shareholders, creditors, business partners, customers, employees, competitors, social and environment including regulators through "Ethics and the Code of Business Conducts". Directors, executives and all employees have to follow this principle strictly and the Company has set rules of punishment for the violators following the Company's Work Rules and Regulations.
- 1.2) The Board encourages the Company's Anti-Corruption Programs and Procedures, including activities encouraging its employees to comply with anti-corruption laws and regulations; the Company has participated in Thailand's Private Sector Collective Action Coalition against Corruption of the Thai Institute of Directors Association in order to fight against corruption at the company and industry levels.
- 1.3) The Board encourages the Company in providing the clear the channels and policy for communication concerns about illegal or misconduct, incorrect financial reporting, insufficient internal control and etc., to investigate as defined procedure. The whistle blower can communicate with the Company via channels of "Whistle Blowing", which include an exclusive P.O.BOX, dedicated e-mail address to working team or CEO mailbox, direct telephone hot line, and direct mail to Independent Director.
- 1.4) The Board has a Policy of Social Contribution clearly, which the Company carries out our business with mission, intention and contribution to Thai society continuously including there is policy of providing good work environment and safety work place to all employees.

- 2) Disclosure of policies implementation and the Corporate Social Responsibility's report
  - 2.1) The Board encourages all employees to participate in implementing the policies. All employees are able to learn the Company's policies through the Intranet, training program and orientation program.
  - 2.2) The Board encourages the Company to make a report on the Corporate Social Responsibility (CSR) or make it by adding into the Company's annual report or the disclosure requirement by SEC rules.

### **3.3.4 Disclosure of Information and Transparency**

The Company policy is to disclose relevant information related to the Company with accuracy, adequacy and transparency on timely basis. The information includes financial and non financial reports in accordance with the SEC regulations and other related laws. All financial disclosure must be complied with general accepted accounting standard and certified by Certified Chartered Auditor, which will be disclosed information through other channels such as the firm's annual report, the Company's website, etc.

- 1) The Board discloses the financial information, operating performance, and other relevant information accurately, completely, thoroughly, and timely to the shareholders to have equal information. The Board has policy to disclose information to public as based on requirement by SEC and by related laws. Investor Relations Unit shall be the Company's representative in communicating useful information to shareholders, investors, securities analysts, and concerned parties to acknowledge about the Company.
- 2) The Board has policy to disclose important information to public as followings;
  - 2.1) Vision and Mission
  - 2.2) Objectives of the Company
  - 2.3) Financial status and operating performance of the Company, shareholding structure, and voting rights
  - 2.4) Name list of Directors, Sub-Committees and Managements
  - 2.5) Roles and responsibilities of the Board of Directors, Sub-Committees and Executives
  - 2.6) Number of meetings and attendance of each director performed during the year
  - 2.7) Risk Management Policy and Internal Control Policy with its implementation
  - 2.8) Corporate Governance policy with its implementation
  - 2.9) Ethics and Code of Business Conduct with its implementation
  - 2.10) Corporate Social Responsibility Policy with its implementation
  - 2.11) Responsibility of the Board regarding the financial report and the report of the Chairman of the Audit Committee

- 2.12) The remuneration of directors and executives including package and type
- 2.13) Audit and non-audit fees
- 2.14) Contact details of the investor relations unit (contact person name and telephone number)
- 2.15) The information shall be disclosed as prescribed by relevant laws
- 2.16) Notice and minutes of shareholder meeting

### **3.3.5 Responsibilities of the Board**

#### 1) Board Structure

##### 1.1) Composition of the Board

- 1.1.1) The Board shall comprise of the experts with experiences in various fields and be able to devote time and effort to fully conduct role as the director of the Company including at least one non-executive director having prior working experience in the similar industry to the Company operates.
- 1.1.2) There shall be sufficient directors to govern the corporate of not less than 5 persons and no more than 12 persons.
- 1.1.3) The Board shall be representative of all shareholders, not of a particular group of shareholders.
- 1.1.4) The Board shall include the independent directors not less than 3 persons or one-third of the Board members. Part of the Board members must be non-authorized directors in order to ensure a good balance between authorized and non-authorized directors.
- 1.1.5) Appointment of the Board shall be complied with the Articles of Association of the Company and the prescription of the relevant laws. The director shall have term as defined in the Articles of Associations of the Company. A retired director can be re-elected in accordance with the Articles of Associations of the Company.

##### 1.2) Qualification of the Board

- 1.2.1) A director shall be capable, honest, integrity, carry out the business with ethics, and have sufficient time to devote his (her) knowledge and capabilities for the Company.
- 1.2.2) The Board comprises of the experts with experiences in various fields and be able to devote time and effort to fully conduct role as the director of the Company.
- 1.2.3) The Board shall pose the qualifications and shall not pose the prohibited characteristics, according to the Public Company Act or other related laws.



1.2.4) Independent directors shall have the independence qualifications in accordance with the Qualifications and Scope of Work of the Audit Committees as in the Audit Committee's qualification guideline specified in the Notification of the SET, and shall protect the interest of every shareholder with the fair manner to avoid the conflict of interest. Independent directors shall also attend the Board of Directors' meeting and express comments and opinions independently.

### 1.3) Company Secretary

1.3.1) The Board makes designation of a Company Secretary to serve the board by providing legal advice, taking care of the board's activities, and monitoring compliance with board resolutions. Furthermore, the Company Secretary's qualifications, experiences, roles and functions are disclosed to the public.

1.3.2) The Board encourages the Company Secretary to be educated or trained in legal, accountancy, or company secretarial practices.

## 2) The Sub-Committees

The Board considers set up the sub-committees to ensure that they are able to perform their duties transparently and independently, therefore, the Board has established sub-committees to govern the Company as follows;

### 2.1) Audit Committee

The Audit Committee shall be a part of the Board of Directors and appointed by the Board. The Committee comprises of at least 3 persons with at least 1 person having knowledge in accounting/finance enough to review reliability of the financial statement and to review system of internal control, internal audit and compliance with related laws effectively. The committee has to recruit and appoint the Company's auditor including considering on the related parties' transaction and conflicts of interest to comply with defined rules. The Audit Committee has roles and responsibility in according to the Audit Committee Charter and the qualifications of independence being shall be in according to the rules and notification of the SEC.

## 3) Roles and Responsibilities of the Board

3.1) To manage the Company in accordance with the laws, the objectives, the Articles of Association of the Company, and the resolutions of the shareholders' meeting in good faith and with care to preserve the interests of the Company

3.2) To set target, concept, policy, project plan, and budget of the Company, to oversee and superintend the administration and management of the Executive Committee for them to be in accordance with the policy assigned, except for the following matters

in which the Board shall have to receive resolution from the shareholders' meeting prior to perform;

- 1) The matters that the laws require to have a resolution from the Shareholders' meeting are capital increase, capital reduction, issuance of debentures, sale or transfer either in whole or in material parts of the business of the Company to other persons, purchase or acceptance of transfer of business of other companies by the Company, or the amendment of Memorandum or Articles of Association of the Company, etc.
  - 2) The transactions in which the director has interests or the transactions that is subject to the requirement of the laws and the regulations of the SET that the resolution of the Shareholders' meeting is required.
- 3.3) To approve major transactions such as new investment and asset acquisition or disposition and other transactions as specified by the law.
  - 3.4) The Board may, as it deems appropriate, appoint or delegate any power to any other persons to conduct the Company's business subject to the control of and within the time as may be specified by the Board, whereby such appointment or delegation of power may, at any time, be canceled, revoked, withdrawn or amended. Provided that the said appointment or delegation of power shall not be made in the manner that the Board or the person appointed or delegated then be able to approve any transaction to be entered into between the Board, the person appointed or delegated by the Board, or any person who may have conflicts of interest or any other benefits and the Company or the Company's group, unless the approval for such transactions is in compliance with the policy and rules already approved by the Board.
  - 3.5) For the conflict of interest, the Board shall oversee compliance with the regulations on criteria, procedures and disclosure of transactions with conflict of interests.
  - 3.6) The Board arranges an internal control system is in place, including financial, regulatory compliance, and policy controls, and review the material system at least annually as well as disclose the review results in the annual report.
  - 3.7) The Board provides risk management regulation governing overall company and realizes the risk factors that may be occurrence and impact to the business operations. Executives has to be reported on its progress and performance to the Audit Committee for the review of efficiency and effectiveness before further submission to the Board with recommendation and the disclosure of risk factors in the annual



report. The Board shall have duties to review the efficiency of the risk management system for at least once a year.

- 3.8) The Board sets and approves a written corporate governance policy for the Company and reviews the policy and compliance to the policy regularly, at least annually.
- 3.9) The Board encourages and ensures that a written Ethics and Code of Business Conduct be in place so that all directors, executives and employees understand business ethical standards of the Company. Compliance with the Ethics and Code of Business Conduct should be closely monitored by the Board at least annually.

#### 4) Board Meetings

- 4.1) The Board meeting may be held at least 6 times per year. Extraordinary meeting is allowed if bring required. The Board shall set meeting schedule and agenda in advance whole a year and notify that to each director so that each member is able to manage time to attend the meeting.
- 4.2) In preparation of a meeting, the Chairman or Vice Chairman of the Board shall monitor and agree with the meeting agenda addressing, including each member of the Board shall be free to propose an issue for a meeting agenda. The Secretary to the Board shall be responsible for delivering the document and notice of the meeting to the Board members for not less than 7 days before the meeting to allow adequate time for the Board to study the documents in advance.
- 4.3) Chairman or Vice Chairman of the Board shall preside over the meeting, be responsible for monitor and allocate sufficient time to each agenda for the directors to discuss, express opinions independently on the important matter(s) with equitable care on the benefit of the shareholders and the interested persons. The relevant management shall also be monitored to propose the information for consideration of the important matters.
- 4.4) The Board encourages the high level executives to attend the meeting of the Board in order to present the details on the issues that they are directly responsible for and to enhance their relationship each other.
- 4.5) Board members shall be able to request the additional information via the Chief Executive Officer, Company Secretary or the relevant executive. The minutes of the meeting shall be completed within 14 days after the meeting date and kept with the meeting document for enabling the Board and relevant persons to access.

#### 5) Remuneration

Remuneration of the Directors of the Company shall cohere with the duties and responsibilities. When comparable with the remuneration in the same industry, it shall be appropriate and adequate to motivate and maintain the qualified directors.



The Remuneration shall be considered by the Board and proposed annually to the shareholders for the approval.

6) Board and Executives Training

The Board encourages and facilitates training for all internal parties related to corporate governance such as directors, members of the audit committee, executives, company secretary, etc. Training will enable them to continuously improve their performance.

**3.4 Monitor on the Compliance**

The Board and Audit Committee shall monitor to ensure that directors and executives comply with the Principles and Practices of Corporate Governance strictly.

**4. Roles and Responsibilities**

The Board and Executives of the Company have to comply with the Corporate Governance Policy strictly.

**5. Periodic Review of the Policy**

This Policy shall be reviewed annually by Compliance Office from the date of enforcement. However, it may be reviewed in significant amendment or abolishment.

This Policy was considered and approved by the Board of Directors dated 28 January 2016 and shall come into force on 28 January 2016.

---- Signature ----

(Mr. Hitoshi Yokohama )  
Chairman of the Board and Chief Executive Officer  
EASY BUY Public Company Limited