

Corporate Governance Policy

AssetWise Public Company Limited

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Message from the Chairman

The Board recognizes the importance of good corporate governance which comprises a visionary and accountable Board and executives, effective management system, internal controls, checks and balances system, equitable treatment of shareholders, and responsibility towards stakeholders. Specifically, the Board is aware that good corporate governance enhances the Company's short-term and long-term competitiveness, drives the Company's business towards the predefined mission and vision with efficiency and effectiveness, and brings about financial stability and optimal return to the Company in the long run. Indeed, good corporate governance is a prerequisite to reaping the confidence of all stakeholders through effective communication, transparency and fairness, and is instrumental in creating long-term shareholder value.

The Board is determined to oversee the Company's operations to ensure strict compliance with the Policy, applicable laws, regulations, and requirements. To achieve the foregoing, the effectiveness of the Policy is monitored and evaluated, and the Policy is regularly reviewed and revised to be relevant and consistent with the benefits and expectations of shareholders, investors, and stakeholders. In addition, the Policy is internally and externally communicated to the Company's executives, employees, and stakeholders to ensure that they understand and comply with the Policy.

Accordingly, this Corporate Governance Policy has been developed and adopted to assist the directors, executives, and employees in the exercise of their duties based on the international standard practice that expressly calls for transparency, equitable treatment of shareholders, and responsibilities towards stakeholders—all of which are key factors in creating value for the Company and maximizing return to shareholders in the long term.

Notified on this 12th day of December 2024

Mr. Sarawut Charuchinda
Chairman of the Board
AssetWise Public Company Limited

CORPORATE GOVERNANCE POLICY

The Board is aware that good corporate governance enhances efficiency and serves as a tool for developing corporate sustainability, maximizing value, and increasing stakeholder confidence through transparency and equitable treatment. Accordingly, the Corporate Governance Committee has been appointed to be responsible for overseeing and ensuring compliance with the principles of good corporate governance of the Stock Exchange of Thailand, the corporate governance principles of the Organization for Economic Cooperation and Development (OECD), and the ASEAN CG Scorecard. In addition, the Corporate Governance Committee is responsible for ensuring effective implementation of good corporate governance and continuously monitoring corporate performance in alignment with the corporate governance plan.

The Company believes that an effective management system entails a visionary and accountable Board and executives, internal controls, checks and balances system, and governance frameworks, all of which form a basis for sustainable growth. The Policy covers the following key principles:

Principle 1

Establish the roles and responsibilities of the Board of Directors as the leader of the organization who creates value to the organization in a sustainable manner.

The Board of Directors has the following roles and responsibilities in creating sustainable value for the Company.

1.1 The Board of Directors understands roles and realizes responsibilities as the leader who oversees that the Company's proper management is in place including

(1) Setting of objectives and goals of the Company.

(2) Defining and review vision, mission, strategies, work policies as we as allocating key resources to achieve objectives and goals.

(3) Monitoring, evaluating, and reporting performance according to the Company's strategies.

1.2 The Board of Directors ensures that the Company's business conduct leads to at least the following outcomes:

(1) Maintain competitiveness with satisfactory performance and concerns of long-term impacts.

(2) Conduct business with ethics, respect for rights, responsibility for shareholders and stakeholders including market conduct.

(3) Promote public interest and minimize negative impacts to the environment.

(4) Be resilient and adaptive under change.

1.3 The Board of Directors has a duty of care and a duty of loyalty to ensure that all directors and executives perform their duties with prudence and integrity as well as oversee business operations to be in compliance with laws, regulations, Company's policies, and resolutions of the meetings of shareholders. Directors and executives should exercise the same standard of care that would be expected of an ordinary, reasonable and prudent person in the same circumstances and make decisions based on honestly and adequate and reasonable information, without any interest, direct or indirect, on the matters, in the best interest of the Company.

1.4 The Board of Directors has a thorough understanding of scope of duties, responsibilities, and approval authority of the Board of Directors as specified in the Charter of the Board of Directors as well as clearly defines scope of duties and responsibilities for the Chief Executive Officer (CEO) and the Management while supervising the CEO and the Management to perform their duties as assigned. Note that the Board of Directors conducts a review on

the Charter of the Board of Directors at least once a year while the Board of Directors shall consider and approve in case that CEO will assume a director position in other companies.

1.5 The Board of Directors is independent from the Company's Management and freely expresses their opinions on business operations. The Company has a clear separation of roles and responsibilities of the Board of Directors and the Management so that the Board of Directors can truly perform their duties independently from the Management. The Board sets policies and directions as well as strategic business plans for the Management to execute and implement as well as monitors the Management through audit processes for checks and balances to ensure that the Management runs business efficiently and transparently in compliance with applicable law and regulations.

1.6 The Board of Directors sets policies for supervision and management of subsidiaries and/or associates by setting both direct and indirect measures and mechanisms to enable the Company to supervise and manage the business of its subsidiaries and/or associates as well as monitoring and supervising subsidiaries and/or associates to comply with various measures and mechanisms as if it were the Company's own department.

Principle 2

Set objectives and key goals to promote sustainability.

The Board of Directors is responsible for ensuring that the Company has objectives and key goals that promote sustainability by taking into consideration all stakeholders per following:

2.1 The Board of Directors defines appropriate and clear objectives and goals for the Company to achieve sustainable growth and value-creation for the Company, customers, stakeholders and the society as a whole.

2.2 The Board of Directors defines vision, mission, and organization values as well as strategies, goals, and annual plans for employees to conform to and aim to attain goals within specified timeline to support sustainable growth of the Company.

2.3 The Board of Directors has a supervisory role to ensure that the Company prepares proper strategic plans or annual plans that are in alignment with objectives and key goals of the Company while promoting creation and adoption of technology to properly enhance business capabilities.

Principle 3

Ensure Board effectiveness.

The Board of Directors determines and reviews the Board structure comprising size, composition, proportion of independent directors and selection of qualified person to appointed as the Chairman of the Board. The Board makes certain that the Board's composition and undertaking are conducive to using independent judgement and discretion on corporate affairs while the process of director selection is defined and transparent. Details are as follow:

3.1 The Board of Directors shall consist of qualified persons with diverse knowledge, skills, experience, and expertise, beneficial to the business and consistent with the Company's business strategy in the short term and the long term without limitation of gender, race, religion, profession, or other specific qualifications. The Board should comprise at least one non-executive director with experience related to the Company's business and at least two female directors.

3.2 The Board of Directors has a term of office as stipulated by law with details according to the Charter of the Board of Directors. At least 50% of the Board should consist of independent directors to provide reasonable assurance to shareholders and stakeholders regarding the Board's independence and balance of power. Every independent director must be qualified according to the Notification of the Capital Market Supervisory Board and the related notifications of the Stock Exchange of Thailand. Independent directors shall have a term of office of no more than 9 consecutive years. In case of one of the independent directors with over 9 years term is proposed to stay in office, the Board shall present the rationale to the meeting of shareholders to consider and approve. Moreover, the Board of Directors considers suitability of the number of directors to ensure management agility in line with business context at the particular period.

The Board of Directors selects a qualified person as the Chairman and makes sure that composition and undertaking of the Board of Directors are conducive to independent judgement and discretion for decision making. The Chairman of the Board of Directors must have complete qualifications according to the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand and cannot be the same person as the Executive Chairman and/or the Chief Executive Officer (CEO) to ensure checks and balances and independence from the Management.

The Chair of the Board is responsible for formulating management policy for the Board of Directors, supervising meetings of the Board and meetings of shareholders as a meeting chair to ensure that the meetings are conducted efficiently and lawfully with the voting for each agenda item especially for significant matters necessary for running business. At the same time, the Chairman oversees the preparation of minutes of meetings to be accurate and ensures the Company's business conduct is in accordance with policies while he Company clearly defines authority, duties, and monitoring process in the Charter of the Board of Directors.

3.3 The Board of Directors has a duty to select and nominate directors through transparent and well-defined process and appointed the Nomination and Remuneration Committee as well as issued policy related to director selection and nomination to consider criteria and approaches to find qualified candidates with right composition, knowledge, and expertise in accordance with the Company's business strategy. Moreover, biographies of eligible candidates will be proposed to the Board of Directors as well as the meeting of shareholders to consider and approve. Note that the composition and roles of the Nomination and Remuneration Committee shall be according to the Charter of the Nomination and Remuneration Committee. The Board of Directors is responsible for encouraging all directors to fully understand their roles and responsibilities according to the details appeared in the Charter of the Board of Directors and subcommittees while allocating sufficient time to make sure that directors perform their duties effectively in the best interest of the Company. In case of new directors, the Company will organize an orientation program that requires all new directors to participate and learn about different topics relevant for the Company's business.

Directors shall hold directorship in no more than 5 companies listed in the Stock Exchange of Thailand. Note that in case of the director holds a position as the Chairman of the Executive Committee or the Chief Executive Officer, that director shall have directorship for only 1 listed company which is AssetWise Public Company Limited.

3.4 The Board of Directors assigned the Nomination and Remuneration Committee to consider compensation and oversee compensation structure and rates to be suitable for roles and responsibilities to incentivize the Board of Directors to lead the organization to attain short-term and long-term goals by determining compensation composition, both monetary and non-monetary, including compensation and meeting allowances. Compensation

shall be appropriate for their assigned duties, roles, responsibilities and expected contributions from the directors. Furthermore, the compensation must be competitive with listed companies in the Stock Exchange of Thailand in similar industry and size and determined through transparent processes to build shareholders' trust. The Nomination and Remuneration Committee also considers forms and rates of compensation for directors to be reasonable and propose to the Board of Directors for approval before presenting to the shareholders' meeting on an annual basis.

3.5 The Board of Directors has a duty to put in place a framework and a mechanism to oversee investment policy and operations of the Company's subsidiaries, affiliate companies and other companies that the Company has significant investment as well as ensure that subsidiaries, affiliate companies and other invested companies share aligned understanding and business practices.

3.6 The Board of Directors conducts a performance evaluation of the Board of Directors, subcommittees, and individual directors at least once a year and the results of the evaluation will be applied to enhance the effectiveness of the Board as well as to consider suitability of the composition of the Board of Directors.

3.7 The Board of Directors oversees that all directors and executives have knowledge and understanding on their roles and responsibilities, nature of business and laws applicable to the business as well as encourages all directors to develop their skills and acquire knowledge related to their duties as directors on a regular basis.

3.8 The Board of Directors ensures that their activities are carried out effectively. The Company has set meeting schedules for the Board of Directors and other committees in advance on yearly basis and has notify the Board of Directors and other committees in advance since the end of the previous year and meeting agenda are determined in advance so that all directors can make time to attend. The Company shall send supporting documents of the meeting to the Board in advance no less than 7 days in the form of paper documents and electronic documents. This is to allow sufficient time for the Board to study agenda items before the meeting except the case of emergency. For each meeting of the Board of Directors, 2 out of 3 of the total number of the Board members must attend the meeting to constitute a quorum.

Note that the Board of Directors appointed the Company Secretary with necessary and suitable knowledge and experience to ensure that the Company and the Board comply with applicable law and regulations. At the same time, the Company Secretary supports and coordinates with both internal and external parties to conform to resolutions of the Board of Directors while accommodating directors to gain knowledge and attend different training programs relevant to their duties.

Principle 4

Recruit and develop top executives and human resources management.

The Board of Directors should ensure that an appropriate mechanism is put in place for top executive recruitment and development in such a way that they possess knowledge, skills, experience, and qualifications necessary to drive the Company towards its objectives. In addition, the Board of Directors shall ensure that the remuneration structure and performance evaluation process are appropriate.

4.1 The Board of Directors assigns the Nomination and Remuneration Committee to determine the criteria and approaches for selecting qualified persons to be responsible for recruiting candidates for the position of "Vice

President" or higher from both internal and external sources before proposing to the Board for approval and appointment of candidate according to the top executive succession plan.

With respect to the recruitment and appointment of "C-Level Executive" or lower, the Management is responsible for recruiting qualified candidates to be proposed to the Board for approval and appointment of the selected candidate.

4.2 The Board of Directors shall ensure that appropriate compensation structure and performance evaluation are in place. The remuneration policy for the Chairman of the Executive Committee / Chief Executive Officer (CEO) and top executives has been explicitly established in which the remuneration package includes both monetary and non-monetary incentives that reflect the capabilities, experience, obligations, scope of roles and responsibilities, and expected contributions of each director. Additionally, the remuneration package should be appropriate and reasonable to attract and retain desired candidates as well as comparable to that of other listed companies of similar size in the same industry.

4.3 The Board of Directors shall understand the Company's shareholder structure and relationships, which may impact the management and operations of the Company and ensure that those structure and relationships will not impede the Board in performing their duties.

4.4 The Board of Directors shall oversee human resources management and development such that the Company has a suitable number of employees with adequate knowledge, skills, and experience including appealing incentives. The Board shall also ensure that training programs, seminars, and other activities are continuously organized to develop knowledge and enhance the competency of each employee on a regular basis.

Principle 5

Promote innovation and responsible business.

The Board of Directors shall prioritize and nurture innovation that creates value for the Company and its shareholders together with mutual benefits for the Company, its customers and stakeholders, in support of sustainable growth. The Board should be socially and environmentally responsible by allocating and managing resources efficiently. The Board should foster innovation through encouraging the Management to adopt innovation as part of the strategy to improve the Company's operations, determine the business model, manage information technology, and oversee risks so that the Company is able to achieve its objectives, strategic business plans and key goals in a sustainable manner. In addition, the Board should establish a mechanism to ensure that the Company operates its business with ethics, social and environmental responsibility, without violation of stakeholders' rights.

Innovation Promotion

The Company gives importance to and supports innovation development to create value for the business along with creating benefits for customers, stakeholders, society, and the environment. The Company sets guidelines for practice by encouraging employees to focus on creating innovations to be used in the business operations of the Company continuously in order for the business to grow sustainably. The Company has communicated and educated employees about innovation throughout the Company as well as organizing activities to encourage employees to present or develop innovations for business and work and further developing such innovations until they become practical in the Company.

Respect for human rights

The Company places importance on conducting business under the principle of human rights to treat all groups of stakeholders throughout the supply chain with equality, fairness and respect for each other. The Company will not take any action or engage in acts that are contrary to human rights principles and avoid any action that promotes or supports violations of human rights in all cases. The Company therefore has established guidelines for respect for human rights in the human rights policy and code of conduct. In addition, the Company aims to encourage employees to have knowledge understanding and strictly adhere to human rights principles at work. The Company arranges for risk management and risk assessment in the area of human rights, along with setting measures to remedy and prevent risks in the event of human rights violations in the Company. Moreover, the Company encourages business partners and its suppliers to run business based on respects for human rights all aspects.

Information Technology Security

The Company attaches importance to the security of the information technology system by establishing information security policy. This policy is aimed to ensure that the security of information on the Company's information technology system is secure and safe according to international standards, to reduce the risk that information technology systems may be hacked, to reduce the damages that may occur from breaching the system security, and to maintain the security of the information technology system in the event of an emergency or disaster that may occur to the Company. In addition, a manual for information technology security has been established as a guideline for practice to ensure that information on the information technology system is secure and to build confidence among the Company's stakeholders.

The Company has set guidelines for the treatment of each stakeholder group as follow:

(1) Shareholders

The Company is committed to being a good representative of shareholders and conducting its business with the highest ethical standards and integrity to achieve stable and sustainable growth according to its mission given to shareholders. The Company further strives to maximize satisfaction through optimal return to shareholders and ensures equitable treatment and transparent disclosure of reliable information.

(2) Employees

The Company regards employees as the most valuable asset and the key success factor and therefore strives to develop and create a strong corporate culture with conducive working environment, as well as promote teamwork and unity in the Company. In this regard, the Company has established various policies to advocate proper treatment of employees, such as the Human Rights Policy to ensure that employees are treated in accordance with the human rights principles and that human rights violations are prohibited and Equal Employment without limiting or discriminating against individual differences; the Compensation And Benefits Policy to determine short- and long-term incentives that are appropriate to the potential of each employee and the Company's performance as well as to manage other employee benefits, including provident fund; and the Employee Training and Development Policy to provide employees with training and develop their knowledge and skills on a regular basis to promote career advancement. Furthermore, the Company implemented measures regarding occupational health and safety to ensure their security and hygiene at all times. Ensure that a welfare committee is established as elected by employees in order to

provide care and represent employees in negotiating employee benefits with the Company and provides opportunities for employees to freely express their opinions while regular knowledge and skill training.

(3) Customers

The Company formulated a policy to ensure fair and responsible treatment of customers by taking into consideration their needs and safety. The Company is committed to maximizing customer satisfaction and confidence, which are instrumental in the Company's success. At the same time, the Company intends to maintain a long-term relationship with customers by always using its best endeavours to fulfil customer needs effectively and efficiently. Communicate and provide accurate information of product details according to the true quality of the product in order to ensure that customers would not misunderstand in the Company's products and to maintain a good long-term relationship. The Company is also committed to the protection of private information of customers by setting a personal data protection policy and assigning the person responsible for protecting the personal information of customers, in accordance with the Personal Data Protection Act and provide channels and management processes in relation to customer complaints regarding personal data.

(4) Creditors

The Company established a policy on fair and responsible treatment of creditors, both trade creditors and creditors who are financial institutions, to ensure that debt payments are made within the specified period or in accordance with the terms and conditions prescribed by creditors, especially on guarantee, capital management and duly debt repayment, so as to build trust among creditors and financial institutions to be highly regarded debtors. The Company is obliged to conform to conditions specified by creditors by adhering to creditor treatment principles to attain fairness for both parties.

(5) Suppliers

The Company has instituted a policy and action plans to ensure transparent, fair and equitable treatment of suppliers by considering reputation, compliance with applicable law, regulations, business customs, and any agreement entered into with suppliers so as to maximize the benefits of all parties, as well as monitoring and evaluating supplier performance to achieve mutual and sustainable business.

By adhering to the principles of compliance with the Supplier Code of Conduct, the Company set fair selection of suppliers, considering their potential for sustainable business operations, delivering quality products in accordance with the product standards and on time, avoiding labor law and human rights violations. The Company will participate in promoting and supporting the development of business potential and capabilities of suppliers, both in terms of cooperation in developing quality of product and service, developing innovations for the benefit of the Company and suppliers, and conducting training seminars to improve knowledge of suppliers in order to conduct business sustainably alongside the Company.

(6) Community, Society and Environment

The Company is committed to building stakeholder trust and contributing to the development of the community, society, and environment on a continuous basis, and therefore stipulated a policy on society and environment under principles in undertaking business to achieve sustainable development. This can be attained through offering quality products, conducting its business with integrity, and engaging in the development of the society alongside business. Besides, the Company has established the environmental

policy to ensure that all of its business activities meet the legal standards and comply with the law governing real estate development, including environmental requirements and standards. Such policy is further intended to promote an efficient use of resources, improve the quality of life by tackling environmental problems, and provide employees with knowledge and training with respect to environmental conservation. Environment conservation is regarded as everyone's responsibility that we have to work together to protect the environment.

(7) Competitors

The Company has issued a policy to conduct its business with honesty, openness, and transparency, without unfair competitive advantage and corruption. The Company has avoided in engaging or entering into agreements with competitors or other business operators that monopolize or decrease competition in the market and also has avoided of seeking and using competitors' confidential information through dishonest means.

Principle 6

Foster proper risk management and internal control.

6.1 The Board of Directors shall ensure that the Company has effective an internal control under a reasonable budget. In this regard, the Board requires internal audit to enable employees at all levels to perform their duties with higher efficiency. The Board has appointed the Audit Committee to oversee the Company's governance system and give direct and honest opinions on the Company's financial reporting, internal control system, and risk management system that will help the Company achieve its objectives more effectively and supervise the assessment of the adequacy of the internal control system to ensure that the Company has an adequate and appropriate internal control system. In addition, the Board shall make sure that the Company has established the Internal Audit Department responsible for analyzing, providing consultation and information relating to the audit, and evaluating the effectiveness of the internal control, risk management systems and corporate governance in general. Note that the Board ensure that the Internal Audit Department acts independently for checks and balances, and regularly reports to the Audit Committee and top executives. In addition, the Board encourages the Company to establish a unit to be responsible for compliance with applicable law and regulations imposed by regulators who supervise the Company's business.

6.2 The Board shall ensure that the Company's risk management is effective and efficient and is carried out in a systemic and standardized manner in the best interest of the Company. Accordingly, the Board has appointed the Risk Management Committee to formulate risk management policies and oversee risk management practices across the Company so as to manage both internal and external risk factors from the Company's business undertaking appropriately.

6.3 The Board shall monitor and manage potential conflicts of interest within the Company by stipulating a policy concerning the prevention of conflicts of interest and requiring all directors and executives to prepare and submit a report of interests to the Company's Company Secretary. Any decision with respect to business activities must be made in the best interest of the Company and any action that may result in a conflict of interest should be avoided. Persons with a vested interest in any transaction are required to inform the Company of their relationship or interest in the transaction and are not entitled to make decisions and approve such transaction. Any transaction

that may result in a conflict of interest must be proposed to the meeting of the Board and/or shareholders, as the case may be, for consideration and approval.

In addition, the Company has established guidelines on the prevention of conflicts of interest for directors, executives and employees and informed them through the Company's communication channels and adhered throughout the Company.

6.4 The Board of Directors shall establish a defined anti-corruption and anti bribery policy , where the Company shall not perform any acts that constitute corruption and bribery in all forms, both with government agencies, private agencies or persons who are directly or indirectly involved, in order to obtain the Company's business or personal benefits that are not appropriate with ethical principles, such as giving affirmation to give or receive appliances, giving or receiving gifts, entertaining, receiving donations and any other benefits from the persons who have an interest in the business of the Company.

The employees at all levels to follow as practical guidelines as well as implement appropriate procedures to prevent corruption and bribery for all business activities undertaken by the Company and ensure that all decisions and business activities are considered and carried out with prudence.

(1) Ensure that corruption risks are assessed on a regular basis and stipulate appropriate plans or measures for preventing and monitoring risks that may arise from corruption and bribery.

(2) Ensure that the anti-corruption and anti bribery policy is monitored and evaluated on a regular basis.

(3) Ensure that training programs, internal and external, are organized for employees so as to provide them with knowledge regarding the anti-corruption and anti bribery policy and guidelines.

6.5 The Board of Directors shall provide whistleblowing channels for complainants or whistleblowers to directly report any misconduct, corruption or violation or rights or matters that may cause damage to the Company. The Board should ensure an investigation process to handle cases fairly and establish a whistleblower protection policy to protect the rights of complainants or whistleblowers included in the Whistleblowing Policy.

6.6 The Board of Directors shall ensure that the Code of Conduct is in place as practical guidelines in accordance with good corporate governance for directors, executives and employees to strictly adhere to in undertaking business as well as performing their duties. This will help the Company to maintain its business conduct that is transparent and lawful. The Company shall avoid engaging in activities that may lead to a conflict of interest with the Company's business and build trust among investors and stakeholders. Furthermore, the Company requires that employees acknowledge the guidelines by signing as well as follows up on compliance the compliance with the Code of Conduct of the Company on an annual basis.

6.7 The Board of Directors shall formulate a policy on intellectual property rights to be guidelines for employees in protecting and safekeeping the Company's intellectual property from being misused or disclosed without permission from the Company while employees must respect and avoid violating intellectual property rights of others.

Principle 7

Maintain financial credibility and information disclosure.

7.1 The Board of directors shall place importance on accommodating investors and related parties in accessing the Company's information with convenience by disclosing accurate and complete information to investors and

stakeholders in a fair and timely manner, including disclosure of financial information, operating performance, and other information relating to the Company's operations so that investors and related parties make informed investment decisions. With respect to the approval of information disclosure, the Board should take into consideration all relevant factors such as the results of the evaluation of the adequacy of internal control systems, the auditor's opinion on financial statements and internal control systems, the Audit Committee's opinion, and consistency with the Company's objectives, key goals, strategies, and policies.

7.2 The Board of Directors shall regularly monitor the Company's financial position to maintain an appropriate level of liquidity and solvency to be adequate for its business undertaking.

7.3 The Board of Directors shall monitor and ensure that the Company conducts its business with prudence and that an appropriate plan or mechanism in place to solve issues in case the Company experiences or has a likelihood to have financial or debt repayment problems with an emphasis on fair treatment of stakeholders.

7.4 The Board of Directors shall formulate a policy to prevent conflicts of interest that requires directors, executives and connected persons to disclose information on vested interest of themselves and connected persons by submitting the information to the Company Secretary. Note that this is to ensure that the Company has adequate information to comply with rules regarding connected transactions that may lead to a conflict of interest as well as transfer of benefits of the Company and its subsidiaries. Moreover, this is to prevent directors, executives and connected persons participate in the decision-making for the consideration of the transaction between the Company or persons with interest or connected persons. In case of change in the information in the report of interest of directors and executives, the Board required directors and executives to submit their revised report of interest to the Company Secretary within 3 working days starting from the day with the change and the Company Secretary to send a copy of the revision to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days since the day the Company receives the report.

7.5 The Board shall establish a policy on related party transactions and connected transactions by considering and approving important related party transactions that are with normal commercial terms without transfer of interest between the Company and related businesses or persons.

7.6 The Board shall determine the required disclosure that directors and executives who intend to change their holding of the Company's securities (acquire, dispose, transfer or receive) to notify the Board or responsible persons assigned by the Board at least 1 day before the activity. The person is responsible for disclosing the report on securities holding and the report on changes in securities holding according to section 59 of the Securities and Stock Exchange Act B.E.2535 within 3 days from the day of purchase/sales to the Office of Securities and Exchange Commission and the Stock Exchange of Thailand and report the summary of securities holding to the Board of Directors' meeting every time. Furthermore, directors and executives are prohibited from acquiring or disposing the Company's securities during a period of one month before the public disclosure of financial statements.

7.7 The Board shall formulate a policy on inside information that the Company will safekeep business information not disclosed to the public and only authorized persons will be informed and have access to the information. Directors, executives and employees are prohibited from using the important inside information of the Company from their positions as directors, executives or employees for the benefits of themselves and others or to compete in the same business or related businesses as the Company even though the Company may not lose any benefit.

7.8 The Board shall attach importance to fair business practices by embracing responsibilities towards all stakeholders to maximize their benefits under the sustainability framework. The Board should ensure that information on sustainability performance is disclosed in the annual report or sustainability report as appropriate.

7.9 The Board shall ensure the establishment of a dedicated Investor Relations function responsible for communicating and disclosing key information of the Company to shareholders, investors, analysts, media, general public, and other stakeholders in an effective manner.

7.10 The Board shall promote the adoption of information technology in disseminating up-to-date information to shareholders or investors through the Company's website, www.assetwise.co.th such as the nature of business, quarterly and annual financial statements, news, shareholder structure, organizational structure, subsidiary structures, the Board and executives, investor relations information, annual report, and notices of the shareholders' meetings that are downloadable from the website.

7.11 Consider the Company's annual dividend payment and ensure that the dividend payment of the Company is in accordance with the dividend payment policy (by the Board of Directors).

Principle 8

Promote Engagement and Communication with Shareholders

The Board of Directors recognizes the importance of equitable treatment of shareholders and encourages shareholders to fully exercise their basic rights as follows:

(1) Rights to purchase, sell, transfer, and accept shares as well as receiving a share certificate.
All shareholders are entitled to purchase, sell, transfer, or accept shares as well as receiving a share certificate with independence as stipulated by law. The Company's securities registrar should be responsible for facilitating shareholders with respect to the registration of the Company's shares and securities.

(2) Equal rights to receive a share in profits or dividends.
All shareholders are entitled to receive a share in the Company's profits in a form of dividends, which are paid in proportion to their shareholding.

(3) Rights to attend the shareholders' meeting or appoint a proxy to attend and vote at the meeting.

At the shareholders' meeting, the Board of Directors acts on behalf of shareholders in case that they cannot attend the meeting themselves. Moreover, the Company provides opportunities for shareholders to appoint an independent director or any person as a proxy to attend and vote at a meeting by completing the Proxy Form attached to the meeting notice. All shareholders and proxies should not be required to provide identity documents or evidence that are beyond the requirements prescribed by the relevant unit.

In addition, shareholders shall have the right to vote on the agenda as specified in the invitation to the shareholders' meeting. The shareholders' votes consist of:

(3.1) Voting shall be counted as one vote per one share and the resolution of the shareholders' meeting shall consist of the following votes:

- In general cases, the majority vote of the shareholders attending the meeting and having the right to vote shall be counted. In the event that number of votes is equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

- In other cases, where the law and/or the Company's regulations stipulate differently from general cases, the procedures shall be in accordance with the law and/or the Company's regulations. The chairman of the meeting shall inform the shareholders in the meeting before voting on each agenda.

(3.2) In case of proxy voting, the proxy holder shall vote only as specified by the grantor in the proxy.

(3.3) The shareholders who have special interests in any agendas are not allowed to vote on such agenda and the Chairman of the meeting shall invite that shareholder to temporarily leave the meeting room.

The Board has established guidelines for equitable treatment of shareholders in efforts to promote engagement and communication with shareholders, as follows

8.1 The Board shall ensure that shareholders have the opportunity to participate in decision-making on the Company's significant matters.

(1) Timely distribution of the meeting notice with accurate and complete information.

The Company Secretary is responsible for preparing and distributing the meeting notice and related documents in both Thai and English to shareholders, which must contain meeting criteria and participation approach for shareholders including accurate information of each agenda item that is sufficient to support shareholders' decision-making. The meeting notice and related documents must be delivered to the shareholders at leasr 21 days prior to the date of the meeting and must be posted on the Company's website at least 28 days prior to the date of the meeting to ensure that shareholders have sufficient time to review the information.

(2) Engagement of minor shareholders

Individual or multiple shareholders whose shares collectively account for more than 5% of the total number of voting shares are entitled to propose an agenda item for the annual general meeting. Such opportunity is provided to shareholders at least 2 months prior to the date of the Board of Directors meeting that contain an agenda item on the shareholders' meeting to enable the Corporate Governance Committee to review the proposed agenda item and present to the Board for consideration. Upon approval of the Board, such agenda item will be recorded in the meeting notice as the agenda proposed by shareholders. Alternatively, if the Board does not approve the proposed agenda item, the Company will inform shareholders of the reason for such disapproval at the annual general meeting.

In addition, the Company has established criteria for providing equal opportunities to all shareholders to nominate a candidate for election of directors, whereby the Nomination and Remuneration Committee is responsible for reviewing candidates according to the specified qualifications and submitting a list of qualified candidates to be reviewed by the Board and approved at the annual general meeting.

8.2 The Board shall ensure that every shareholders' meeting is conducted smoothly, transparently, and effectively and shall encourage shareholders to exercise their rights. The Company's annual general meeting must be held once a year within four months after the fiscal year end, while the extraordinary meeting of shareholders may be convened whenever necessary. Note that the Board should further ensure that the Company's business operations and activities comply with legal requirements and principles of good corporate governance, as well as ensuring fair and equitable treatment of shareholders per following

(1) Determination of the date, time, and place of a meeting

The Company should facilitate shareholders by establishing a policy to determine the date, time, and place of a meeting by taking into account the convenience of shareholders. Specifically, the Company should not convene a meeting on a public holiday, commercial bank holiday, or any holiday that lasts more than 3

consecutive days. In addition, the Company should hold a meeting during normal business hours and allocate sufficient time for discussing and examining agenda items, as well as providing opportunities for shareholders to express their opinions and raise relevant questions. The meeting venue should be in Bangkok or local district for ease of travel, and the map of the venue should be distributed to shareholders together with the meeting notice and other related documents.

A shareholder who cannot attend the meeting may appoint an independent director or any person as a proxy to attend and vote at the meeting by completing the Proxy Form attached to the meeting notice. Shareholders and proxies should not be required to provide identity documents or evidence that are beyond the requirements prescribed by the relevant unit.

The Company also convene shareholders' meeting through an electronic meeting (e-Shareholder Meeting), which must comply with the Electronic Meeting Act B.E. 2563, other relevant laws and regulations, to comprehensively facilitate shareholders' participation and to consistent with the current situation.

(2) Abstention from any action that may limit shareholders' opportunities to attend the meeting or hinder shareholder engagement.

The Company should facilitate shareholders by ensuring that there is an appropriate number of staff to serve attending shareholders and proxies, as well as encouraging shareholders and proxies to exercise their voting rights fully and freely. The Company should refrain from engaging in any action that may limit shareholders' opportunities to attend the meeting or hinder shareholder engagement, such as requiring shareholders or proxies to provide identity documents or evidence that are beyond the requirements prescribed by the relevant unit.

(3) Adoption of technologies at shareholders' meetings.

The company leverages technology to facilitate shareholder meetings through an electronic meeting format (e-Shareholder Meeting). Shareholders can register via the e-Register system, attend the meeting electronically through the DAP e-Shareholder Meeting system, ask questions via the e-Question system, and cast their votes during the meeting using the e-Voting system.

(4) Chairman's responsibility to preside over shareholders' meetings.

The Chairman of the Board should be responsible for presiding over shareholders' meetings and ensuring compliance with applicable law, requirements, and the Company's regulations, as well as allocating sufficient time for considering each agenda item and providing opportunities for shareholders to express their opinions and raise questions.

(5) Determination of agenda items

To ensure that shareholders have the opportunity to participate in decision-making on the Company's significant matters in complete, the Company should explicitly determine the agenda and conduct the meeting in the order of the agenda items specified in the meeting notice. Any matters not specified in the meeting notice must not be discussed and considered at the meeting to prevent unfair prejudice against shareholders who are not present at the meeting. Notwithstanding the foregoing, shareholders whose shares collectively account for more than one-third of the total number of issued shares may request for consideration of other matters outside those specified in the meeting notice.

(6) Meeting attendance of the Board and the Management.

All directors, Company Secretary, executives, and the Management of the Company must attend the shareholders' meeting to answer the questions posed by shareholders and receive shareholders' comments and feedback for improvement or determination of appropriate action.

(7) Meeting procedures and guidelines.

The Company has instituted a policy to ensure that the meeting procedures are simple and easy to understand and are communicated to all shareholders. Prior to the consideration of agenda items, the Company Secretary must report the number of shareholders who attend the meeting in person and those who attend by proxy, and introduce the Company's directors, executives, and related persons to the shareholders so as to facilitate them in the Q&A session. Prior to each meeting, the Company Secretary must explain the procedures for exercising shareholders' rights to ensure that all shareholders clearly understand the procedures for raising questions or expressing opinions and procedures with respect to voting, vote counting, and display of voting results.

(8) Voting procedures

Prior to each meeting, the Company should inform shareholders of the procedures and methods for voting on each agenda item. For each agenda item that requires a resolution, the voting must be made by ballot and in case that an agenda item has multiple sub-items, the Company will arrange the voting by each sub-item.

(9) Vote counting and verification

The Company implements the e-Voting system to count votes for the e-Shareholder Meeting and uses the barcode system for vote counting for the meeting which is conened at the venue for convenience and hastiness. In addition, the Company's auditor representative shall be a witness for vote counting and vote disclosure including the approval, disapproval and abstaining for each agenda to the meeting and recording in the minutes of shareholders' meeting.

8.3 The Board should ensure that the meeting minutes are prepared in an accurate and complete manner and that the meeting resolutions are included therein.

(1) Disclosure of meeting resolutions.

The Company should disclose the meeting resolutions and the voting result of each agenda item through the system and the Company's website within one business day following the meeting.

(2) Preparation and distribution of meeting minutes.

To ensure timely and fair distribution of the meeting minutes to shareholders, the Company should ensure that the minutes are prepared in an accurate and complete manner and consist of important information that includes, but not limited to, the list of directors and executives attending the meeting, the proportion of the number of directors present to the number of directors absent, voting and vote counting procedures, meeting resolutions, voting result (agree, disagree, or abstain) of each agenda item, questions and answers during the Q&A session and names of the corresponding questioners and respondents, and major suggestions and feedback.

The Company has established a policy to distribute the meeting minutes to the Stock Exchange of Thailand through the system specified by the Stock Exchange of Thailand within 14 days from the date of meeting, as well as posting the minutes on the Company's website to be examined and approved by shareholders and submitting the minutes to the Ministry of Commerce within the period required by law.

Review and Monitoring of the Implementation of the Policy

Policy Review

The Corporate Governance Policy will be reviewed on an annual basis to ensure that it is relevant and consistent with legal requirements and provisions and to identify improvements or updates as necessary towards its continued effectiveness.

Monitoring of Policy Implementation

All directors, executives, and employees of the Company are required to read, understand, and strictly comply with this Policy. Ignorance of this Policy cannot be used as an excuse for failure to comply with the Policy unless it is necessary and appropriate to the circumstance. Nevertheless, any violation of this Policy must be approved by the Board.

Notified on this 12th day of December 2024

(Mr. Sarawut Charuchinda)
Chairman of the Board
AssetWise Public Company Limited