

Corporate Governance

The company recognizes the importance of good corporate governance and stipulate as guideline for the code of conduct in the business ethics to ensure transparency in the operations of employees at all levels. The company's management has continuously driven the establishment of corporate governance culture to form the foundation of sustainable growth and create value added to all stakeholders (please see further information in Form 56-1)

Corporate Governance Policy

To achieve the company's objectives of business operation; to create responsibility for performance in accordance with its duties; to form integrity base transparency; to increase sustainable business competitiveness; and to increase the confidence among stakeholders, the Board of Directors has determined the following corporate governance policies:

1. Conduct business with transparency, auditable, and disclose sufficient information to all related parties.
2. Manage the company's businesses to the fullest capabilities with care in order to maximum the benefits for shareholders.
3. Establish a control and risk management system by conducting business with care and risk assessment and determine strategies for correction and monitoring risk management on a regular basis.
4. Treating shareholders and stakeholders equally and fairly to all parties.
5. Clearly structure the roles and responsibilities of each group of directors.
6. Encouraging executives and employees to work ethically in conducting business properly and righteously.

The company was listed on the MAI Stock Exchange on May 10th, 2006; whereas, the Board of Directors and executives of the company has its policy to operate businesses with transparency, to adhere to the principle of merit, and to comply with the law and the corporate governance policy of the company . Therefore, the company has implemented its corporate governance policy practices for the purposes of transparency and accountability; and has been disclosed sufficient information to all related parties. The company has reported the result of implementation of its good corporate governance principles. In 2020, in accordance with the good corporate governance principles of listed companies are as follows:

Section 1 Right of Shareholders

The Board of Directors has prioritized the rights of shareholders; the company has implemented its corporate governance policy by taking into account the rights of shareholders as follows:

Shareholder Structure

The shareholding structure between the company and its subsidiaries is clear and transparent, the names, amounts and shareholdings of the Major Shareholders of the company and its subsidiaries are disclosed in Form 56-1 and the Annual Report.

Promoting the Exercise of Rights of Shareholders

The company has the process of maintaining and protecting the rights of shareholders. From the process of formulating good corporate governance policy, taking into account the rights of shareholders and encouraging shareholders to exercise such rights, the basic rights of shareholders after trading securities. The right to receive dividends by supervising care and coordination between shareholders the Registrar of Thailand Securities Depository Co., Ltd. (TSD). The company has providing the responsible authorities to handle inquiries and facilitate shareholders regarding registration. In addition, the company has supported the active roles of shareholders in the shareholders' meetings including the right to attend the meeting, the right to vote, and the expression of opinions so that shareholders will have active participation in considering the crucial matters. In addition, the company has policy to facilitate and encourage the shareholders

and institutional investors to attend the shareholders' meeting.

Facilitating the exercise of shareholders' meeting and supporting the exercise of voting rights of shareholders

The company facilitates the shareholders to attend the meeting and fully exercise their rights the voting right in meetings and has refrained from any actions, which may impair their opportunities to attend meetings; and has managed to promote the exercise of rights of shareholders before, during, and after the date of shareholders' meetings. These adhere in compliance with principles and guidelines specified in "AGM Checklist", prescribed by the Thai Investors Association, the Association of Listed Companies, and the Securities and Exchange Commission by which, the company has been evaluated the arrangement of AGM 2019 at the Excellent level of 96%.

Section 2 Equitable Treatment of Shareholders

The company takes into account the equality among all groups of shareholders and allow the shareholders to have opportunities to participate in its administration of work; and promote the mechanism for the check and balance and audit of the company's operations, in which the principles of equitable treatment for shareholders are as follows:

Shareholders' Meeting

The company recognizes that shareholders' meeting is one channel that shareholders can exercise their rights to monitor and control the operations of the company; therefore, the company has created the supportive environment of shareholders' meeting so that shareholders shall have an opportunity to exercise their rights and to receive equal treatment. In 2020, the company has convened one shareholders' meeting (AGM) on April 28, 2020, whereas, the Board of Directors has appropriately held the shareholders' meeting and has invited all shareholders, and has notified them of the date, time, venue, as well as agenda of the meeting. The Board of Directors has duly convened the shareholders' meeting with sufficient time and encouraged shareholders to have equal opportunities to inquire, express opinions, and feedback recommendations to all shareholders. In addition, the company has kept the approved minutes of shareholders' meeting systematically for easy and convenient accesses.

Provision of the Prevention and Monitoring System of the Use of Inside Information

The Board of Directors give the priority to the provision of protection system and monitor the use of inside information, to prevent from exploiting the inside information for the benefits of inside trading of securities; and has establishing guidelines for preservation and prevention of the use of inside information, which strictly observing the entire organization.

In addition, the directors and executives acknowledge the obligations and responsibility for the preparation and disclosure of the company's securities holding report to the Office of Securities and Exchange Commission, in accordance with Section 59 of the Securities and Exchange Act B.E. 2535.

Section 3 Consideration of Stakeholder Roles

The Board of Directors recognizes the rights and roles of stakeholders inside and outside the organization and establishes the company's mission as a credible organization and provides the highest benefits for stakeholders by establishing policies and ethical standards to treat stakeholders and legal rights of stakeholders equally in writing to ensure that the board of directors and employees at all levels comply with the rules and practices of the stakeholders.

The Board of Directors recognize the importance of the rights of all relevant stakeholders through the "Core Value" Projects, which consists of four components: TQIC (Teamwork, Quality, Integrity and Customer Focus). Based on the collaboration of executives and employees at all levels through the processing of opinions, inventing from the identity of the people within the organization for practical implementation. The corporate values have been clearly communicated to all employees at all levels for mutual understanding. In addition, the corporate values have been applied to select new employees and outline new employees to understand the company's business practices.

The Board of Directors and senior executives believe the corporate values that are consistent with the organizational culture determined by the needs and direction of the personnel in the organization will lead to practical implementation and embedding good conscience in line with the company's business ethic and code of conduct. The company emphasizes the transparency and morality of stakeholders involved, which leads to the achievement of the organization's goals and this is one of the mechanisms to protect the rights and interests of all stakeholders at the same time. Therefore, it can be trusted that the company places equal importance on all stakeholders, stakeholders, employees, business partners and creditors, customers, competitors, communities, society and the environment. In addition, the company has established a comprehensive approach to rights and interests that stakeholders should receive as follows:

Shareholders

The company has a policy to maintain the rights of shareholders in the matter of receiving information, rights to vote, rights to receive fair treatment that the shareholders should have including the continuous satisfactorily operating results of the company in order to add value to shareholders without complicate and cross shareholding. The company also has policy for all of the shareholders to communicate freely among themselves and do not neglect the disclosure any significant conditions in the Shareholders Agreement that have a significant impact on the company, or any other shareholders (if any).

For the measures to approve the connected transaction. The Audit Committee considers the legality and regulations in accordance with the company's reasonableness and best interests before presenting it to the Board of Directors for approval. The Directors with related interests will abstain from voting on approving such transaction, including overseeing connected transactions and the acquisition and disposition of assets in strict accordance with the rules prescribed by the Stock Exchange of Thailand.

Employees

The company considers employees to be one of the factors for the success of the organization. Therefore, we are committed to developing various factors to become a learning organization, strengthening the culture, promoting teamwork, providing fair returns and in line with the company's performance in the short term, such as bonuses, and long-term provident fund. Comparable to the same market and industry by providing legal benefits such as Social Security, compensation funds, first aid, including the company's welfare such as group life insurance, accident and organ loss insurance, and provident fund, Cooperative Savings, Funeral Fund, Staff shuttle service, etc.

The company also provides a system for Occupational Health and Safety at work OHSAS 18001 to ensure the health and safety of employees, as well as to focus on the development of employees' capabilities, knowledge transfer, welcoming employees' opinions and suggestions by means of establishing core values, and adhere to integrity as part of the corporate culture.

Business Partners and Creditors

The company has a policy to treat business partners and creditors fairly especially in regard to the fair selection of trade partners, Suppliers evaluation, and Price comparison process etc. in compliance with legal, strictly honoring trade terms as mutually agreed upon, in compliance with the law, commercial conditions and good business ethics. The good and fair practices include loans from creditors and repayments of debts, modification of terms and conditions of guarantees for the company to be able to operate business flexibly. With less collateral, as well as capital management, the company maintains a strong debt-to-equity ratio structure to be able to support future business expansion. In the previous year, the company does not have any disputes from any partners or creditors

Customers

The company takes good care and takes responsibility for our customers by producing quality products and standards and able to meet the needs of customers' needs with focus on the product quality, service with reasonable price, and delivery on time. If there are obstacles preventing the product from being delivered as required, the company notifies customers in advance in order to find solutions.

Competitors

The company has complied with the framework of fair competitions rules to maintain the norms of competition practices., whereas, in the previous year, the company has no disputes with any concerning commercial competitors.

Communities, Society, and Environment

The company pays great attention to environmental preservation and care by being responsible and preventive any potential environmental impacts to communities and society. In accordance with the aforementioned policy, the company has been accrediting with ISO 14001 Standard environmental certification in 2006 and the TIS/OHSAS 18001 Occupational Health and Safety Management standard management from the Management system Certificate Institution (Thailand) (MASCI) on 11 September 2009. In 2019, the company received the Green Star white flag award, Environmental Governance Award 2018, which is an audit of environmental performance and safety in the workplace to assess the project performance, which Tirathai is able to pass the evaluation criteria at the "Excellent" level for the 4th time at BITEC Exhibition and Convention Center Bangna on March 5, 2018.

In 2017, 2019 and 2020, the company received the Green Industry Award Level 4 (Green Culture) from the Department of Industrial Works, Ministry of Industry.

Whistleblower Policy or complaints

The Board of Directors has prepared a notification of complaints, incidence or suggestions from interested parties affected by the operations of the company, both through electronic mail and letters. The Shareholders and may provide a whistleblowing in the event of any wrongdoing or regulation of the person or events that may cause damage to the company to the attention of the Board of Directors. The company keeps such information confidential in order to prevent the whistleblower to suffer from any trouble. In addition, the company also has guidelines to protect the rights stakeholders who have been damaged by the violation of the company's business by considering compensation not less than the rate specified by law and can submit clues or complaints in the following channels:

1. Electronic Mail:

- Chairman of the Audit Committee: annopt55@gmail.com
- Chairman of the Executive Board: sumpan@tirathai.co.th
- Executive Committee: upakrom@tirathai.co.th
- Executive Committee: ampornat@tirathai.co.th
- Human Resource Administrative Office Manager: sunan.s@tirathai.co.th

2. The Red Box Clue of the whistleblower is located on the corridor up the human resources office building.

3. Post Mail Attention to: Chairman of the Audit Committee or Company Secretary's Office:

Tirathai Public Company Limited
516/1 Moo 4 Bangpoo Industrial Estate Soi 8 D
Sukhumvit Road, T. Praksa, A. Muang
Samutprakran 10280
Tel: (+66) 2 — 769-7699

Section 4 Disclosure of Information and Transparency

The company is aware of the disclosure of information that are accurate, complete, sufficient, reliable, timely, and transparent, both financial and non-financial information of the company. All stakeholders have conveniently access information and receive information equally. For transparency disclosure of information within the organization, the company has organized meetings between executives and employees from department heads to acknowledge the directions and the company's business operations as well as convey the policy to those in the chain of commands and to provide channels for employees' knowledge sharing. For the disclosure of information outside

the organization, the company has complied with the Requirements of the Stock Exchange of Thailand (SET) and has disclosed the information in both Thai and English languages through SET channels and the company's website.

The Board of Directors prioritize importance to the quality of the financial reports and to ensure that the information presented in the financial report is accurate in accordance with the accounting standards. The company has supervised the preparation of financial reports for audit by an independent auditor and by the Audit Committee. The Board of Directors has prepared the Report of the Board of Directors' responsibility for the preparation of financial reports in the Annual Report.

In addition, in 2020, the company has focused on the publicity of the company's operating results as a whole and the progress of the company's operations through Opportunity Day activities and the media regularly as another channel to keep the general public informed of the company's news.

Relationship with Investors

The company has established an Investor Relations Section as a channel to communicate directly with shareholders, Individual and institutional investors, analysts, as well as other related parties such as the Stock Exchange of Thailand and Office of the Securities and Exchange Commission. To comply with all laws and regulations in a complete and timely manner. The company has prepared the investor relations work plans throughout the year. The senior officials of the company and the Investor Relations Section have the opportunities to provide information on business activities. The shareholders, investors, analysts, and interest persons may directly contact the Investor Relations Section: Mrs. Chadapa Tantitanatat or Ms. Atittaya Sangkaeo at Tel. (+66) 2-769-7699 Ext.1220 or email: ir@tirathai.co.th

Section 5 Responsibilities of the Board of Directors

Structure of the Board of Directors

The Board of Directors regards as the heart of good corporate governance, which must consist of people with knowledge, expertise, and experience who can benefit the company operations. More than half of the Board of Directors consists of those with direct knowledge and management experience in the transformer business, as well as directors with knowledge of other fields such as finance, economics, etc. All directors have been trained in the courses from the Thai Institute of Directors (IOD). The term in office of directors is determined and qualifications of the Board of Directors including the appointment and removal of directors that must be approved by shareholders at AGM.

The company has a balance of power for non-executive directors by not allowing any person or group of people the sole decisions-making power in order to create a counterbalance mechanism and effective administration. The Board of Directors consists of 11 directors, 5 executive directors, 3 non-executive directors (1 independent director) and 3 audit committee / independent directors. The company has 4 independent directors, representing 36% of the total directors. The Board of Director considers that it is an appropriate element. Executive directors can provide in-depth opinions, while Non-executive directors are industry experts resulting in a creative expression of opinions at the board meeting constructively. The Board of Directors' decision bases are based on the benefits of the company as a whole.

Composition of the Board of Directors

The Board of Directors shall have all the qualifications as prescribed by law and shall be qualified persons from different fields of business in order to integrate their necessary knowledge and abilities and to devote their efforts and time to perform the duties of directors of the company. By which, the process of appointment of directors are clear and transparent. The biography of all directors is disclosed; and each time of director replacement, the newly appointed directors shall promptly receive the necessary information, which is beneficial to perform the duties of directors or at least within 3 months after the date of appointment.

Chairman of the Board of Directors shall not be the same person as the Managing Director by clearly separating duties to clearly define the corporate governance policy and the management. The Chairman shall have freedom to express opinions and shall have a casting vote, in case of equal votes in the Board of Directors' meeting, in accordance with the company's Articles of Association.

Vice Chairman of the Board of Directors shall have duties according to the company's Regulations in any business assigned by the Chairman of the Board of Directors. The Vice Chairman shall perform the duties on behalf of the Chairman in the event that the Chairman of the Board of Directors is temporarily unable to perform the duties or when the position of Chairman of the Board of Directors is vacant.

Independent Directors shall have the specified qualifications of independent directors according to the Regulations of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) so that the independent directors of the company are truly independent and suitable for the characteristics of the company. (Please see details qualifications of Independent Directors in "Criteria for Selection of Audit Committee Members / Independent Director" on Page 26).

Managing Director shall be appointed and determined with the scope of power according to the duration and the amounts of legal transactions from the Board of Directors' meetings; and shall have the authority to carry out business matters in accordance with the resolutions of the Board of Directors including duties and responsibilities for normal business operations of the company. This is in accordance with the Directors' policies and good corporate governance principles.

Company Secretary shall be responsible for conducting the operation of Board of Directors' meeting and the shareholders' meeting effectively by taking into account of the rights and equality of shareholders. The Secretary shall give advice and support the Board of Directors business regarding laws, rules, regulations, requirements, and related procedures, as well as providing information to the Board of Directors and the newly appointed directors to be aware of, and to ensure the compliance with the corporate governance principle and to communicate / take care of shareholders appropriately.

Sub-committee stipulated in the principles of good corporate governance, the Board of Directors has appointed 3 sub-committee to consider and review specific crucial matters carefully and efficiently by clearly defined the elements and roles/duties of the 3 sub-committees. The 3 sub-committee consist of:

1. Audit Committee

In 2020, the Audit Committee held a total of 4 meeting, each member of the Audit Committee shall assume the office for a term of 3 years and shall report the results to the Board of Directors. The Audit Committee has performed its duties in accordance with the Charter of the Audit Committee approved by the Board of Directors. In addition, the Audit Committee prepares the Audit Committee's report in the Annual Report. (Please see details of composition and roles and duties of the Audit Committee on Page 23).

Names of the Audit Committee		Attendance/Total Meetings 2019 (Times)	Attendance/Total Meetings 2020 (Times)
1. Mr. Annop	Tagajarin	4/4	4/4
2. Mr. Singha	Nikornpun	4/4	4/4
3. Mr. Somchai	Rojrunvasinkul	1/4	4/4

Records of attendance of each Audit Committee member is summarized as follows:

2. Nominating Committee

The Nominating Committee consists of 3 directors and 2 are independent directors, each of them shall assume the office for a term of 1 year. In 2020, the Nominating Committee held a meeting to consider the selection the suitable persons to be appointing as directors to replace those who retired by rotation, propose to the Board of Directors for consideration as per the criteria for nomination of directors, with fair and transparency; and has prepared a Report of the Nominating Committee in the Annual Report. (Please see details of roles and duties of the Nominating Committee on Page 24).

Names of the Nominating Committee		Attendance/Total Meetings 2020 (Times)	Term in office will expire in (Year)
1. Mr. Singha	Nikornpun	2/2	2020
2. Mr. Charuvit	Suanmalee	2/2	2020
3. Mr. Tai Chong	Yih	2/2	2020

Names of the Nominating Committee		Attendance/Total Meetings 2020 Times as of Feb28, 2021	Term in office will expire in (Year)
1. Mr. Somchai	Rojrunvasinkul	1/1	2021
2. Mr. Sermsakool	Klaikaew	1/1	2021
3. Mrs. Sunan	Santichotinan	1/1	2021

Records of attendance of each Nominating Committee is summarized as follows:

3. Anti-Corruption Committee

The Anti-Corruption Committee consists of 3 directors with a term of 1 year. In 2020, the Anti-Corruption Committee held a meeting to consider the proceeding of the announcement of the intention to join Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). The company has achieved the stated goal: Anti-Corruption progress Indicator Level 2 (Declared), as well as the implementation of the anti-corruption policy and measures in such matters on a continuous basis and comply with CAC guidelines and other relevant laws

The attendance of each member of the Anti-Corruption Committee are as follows:

Names of the Anti-Corruption Committee		Attendance/Total Meetings 2020 (Times)	Term in office will expire in (Year)
1. Mr. Singha	Nikornpun	1/1	2021
2. Mr. Upakrom	Thaweepoke	1/1	2021
3. Mrs. Sunan	Santichotinan	1/1	2021

Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors recognizes the corporate governance obligations in the best interests of the company. The Board of Directors have roles, duties and responsibilities to consider the principles of law, the company's Articles of Association, resolutions of the shareholders' meetings, and good corporate governance principles to conduct in an honest, ethical, responsible, and transparent disclosure of information. This includes supervising the administration of work of the management to achieve the goals as well as maximum benefit of shareholders and all stakeholders.

All members of the Board of Directors possess the leadership, vision, and independence in making decisions for the best interest of the shareholders as a whole. The company will be able to strengthen the good corporate governance principles effectively. The Board of Directors has approved and prepared a written policy of good corporate governance principles by having to review and approve the

company's Vision, Mission and Strategy of the company in the past fiscal year including periodic monitoring.

Board of Directors' Meetings

The company has a policy to hold a board of directors meeting at least once every 3 months. The Board of Directors shall set the date / time scheduled for the Board meeting in advance throughout the year and inform all directors of such schedule so that the directors can allocate time to attend the meeting. The special and extraordinary meetings maybe convened as deemed necessary under the condition that at least half of the total directors must be attended the meeting to constitute a quorum. In considering the meeting agenda, the Chairman of the Board will agree by consulting with the managing director.

Each director is independence to propose matters to be included in the meeting agenda as well. In addition, the company sends a meeting invitation letter together with the meeting agenda and documents 7 days prior to the meeting so that the board of directors have sufficient time to study the information before the meeting. After the meeting, the Company Secretary prepared the minutes of the meeting with complete important information. The minutes of the meeting has been approved and signed by the Chairman of the meeting for the directors and related parties to be reviewed and referenced. In 2020, the Board of Directors held 5 meetings, the records

Names of the Board of Directors		Attendance/Total Meetings 2019 (Times)	Attendance/Total Meetings 2020 (Times)
1. Mr. Sermsakool	Klaikaew	-	4/5
2. Mr. Sampan	Vongphan	7/7	5/5
3. Mr. Upakrom	Thaweepoke	7/7	5/5
4. Mr. Charuvit	Suanmalee	6/7	5/5
5. Mr. Ouichai	Siriwajana	7/7	5/5
6. Mr. Ampornrat	Poolcharoen	7/7	5/5
7. Mrs. Sunan	Santichotinan	7/7	5/5
8. Mr. Tai Chong	Yih	7/7	5/5
9. Mr. Annop	Tegajarin	7/7	5/5
10. Mr. Singha	Nikorpun	7/7	5/5
11. Mr. Somchai	Rojrunvasinkul	7/7	5/5

* Mr. Sermsakool Klaikaew was appointed as a director on January 17, 2020 and was appointed as the chairman of the board on 8 May 2020.

of attendance of each director summarized as follows:

Self-Assessment of the Board of Directors

The Board of Directors recognizes the importance of self-Assessment of work performance to use as framework for evaluating the Board of Directors' performance of duties, thus, in accordance with the principles of good corporate governance. In 2020, the Board of Directors approved the performance evaluation using the Self-Assessment Form prescribed by the Listed Corporate Governance Development Center for the Registered Companies.

The results of overall assessment, as well as the recommendations and additional opinions evaluated by the Board of Directors' performance will be used to consider guidelines to improve the operations in various areas in order to support the Board of Directors' operations more effectively.

Business Ethics

The company has established the code of conduct relating to the business ethics for the Board of Directors, the Management, and employees, to be adhered by all related parties as the guidelines for performance of duties in accordance with the company's missions with honesty and fair treatment to the company, all groups of stakeholders, and the society as a whole.

Remuneration Policy for Directors and Executives

The Company has established a clear and transparent remuneration policy for directors and executives with appropriate levels and consistent remuneration in line with the industry, at sufficient level to attract and retain the qualified directors and must be approved by the shareholders' meeting.

The Company has determined the Executive remuneration in accordance with the principles and policies prescribed by the Board of Directors in connection with the company's operating results and the performance of each executive. At present, the company still does not have a Remuneration Sub-committee, but has proper remuneration consideration process based on the company's remuneration information in the same industry and similar size. The company's operating results are used for consideration. (Please see details in Remuneration of Directors and Executives)

Development of Directors and Executives

The company promotes and facilitates the training and educational courses to personnel involved in the corporate governance system at all levels including Chairman of the Board of Directors, directors, Independent Directors, Audit Committee, Executives, and the Company Secretary for continuous self-development and self-improvement. At present, the personnel involved in the corporate governance system has been trained in various training courses organized by the Thai Institute of Directors Association (IOD), the Stock Exchange of Thailand, and the Office of Securities and Exchange Commission. In 2020, the support function of the Secretary has been trained for additional training courses.

Succession Plan

Regarding the succession plan and nomination of senior executives, the Board of Directors and management are aware of actions to ensure that the company shall be able to select the personnel who will be able to responsible for the management position appropriately. The concrete process and action plan shall be in accordance with the Human Resources Management Principles.

Internal Control and Internal Audit Systems

The company prioritizes the internal control system both at the management level and operation levels, and establishes the obligations and operator execution power, Board of Directors, and the management team clearly in writing. The company has overseen the use of the company's assets, and has separated the duties of operators, controllers, and evaluators un order to balance and monitor each other appropriately. There is also determined the internal control relating to the financial system and has set up a financial reporting system to propose the responsible division of executives.

The Audit Committee has reviewed the company's internal control system by considering and reviewing in conjunction with the company's management and has the opinion that the company has sufficient and appropriateness of the internal control system.

The company has appointed Mr. Thammarat Meeatham as secretary of the Audit Committee, which serves the head of the Internal Audit Unit, the Company's Secretary's Office, to ensure that the company's core operations and financial activities are conducted in accordance with the prescribed guidelines, including monitoring compliance with laws and requirements related to the company and to ensure that such third parties are independent to fully monitor and balance. Therefore, the Board of Directors require the company in charge of such audit to report the audit report directly to the Audit Committee and determine the scope of the audit in conjunction with the Audit Committee. (Please see details of the internal control system in Internal Control)

Conflict of Interest

The Board of Directors is responsible for transactions that may have a conflict of interest. The Board of Directors will carefully consider the appropriateness, taking into account the company's interests, if the company has transactions that may have a conflict of interest, the company will present it to the Audit Committee for comment and present it to the Board for further consideration.

The company strictly adheres to the rules and regulations of the Stock Exchange of Thailand. The Board of Directors shall determine that directors and executives who have a vested interest in any matter cannot participate in the decision-making process in determining the transaction between the company and the person who has a vested interest in the matter.

The company requires that directors and executives to have duty to report their own conflict of interests or related parties to the company every time there is a change.

In 2020, the Board of Directors did not receive any reports on conflict of interests; therefore, it has not submitted this matter to the Audit Committee for any special consideration and comments.

Supervision on the Use of Inside Information

The Board of Directors has established guidelines for the preservation and prevention the use of inside information by strictly observing the entire organization as follows:

1. The company's information is protected against the use of internal company information by prohibiting the departments involved from disclosing the inside information to unrelated agencies or individuals.

2. The company's executives who have received any significant information that effects on the change in the price of securities, must not take advantage of information before it is made public. Executives are prohibited from trading the company's securities for a period of 1 month and within 24 hours before and after the financial statements or significant information have been disclosed to the general public; and prohibited from disclosing such significant information any other person.

3. The Directors and executives of the company shall be obliged to report the holding of securities in the company under Section 59, thus, – in order to comply with the Announcement of the Office of Securities and Exchange Commission No.Sor.Jor.12/2009 regarding the Preparation and Disclosure of Securities Holdings Reports.

4. The company impose penalties for those who do not comply with internal data protection measures by circulating letters to employees and executives in general.

In the past year, the company has not received any reports or complaints about wrongdoing or punishment of those who do not comply with the internal information measures of directors and executives and related parties.

Personnel

In 2020, from January 1 to December 31,2019, the company had 552 employees. 184 employees and 365 production line employees, 403 males and 187 females.

In 2020, the company does not have any labor disputes.

Remunerations for Employees

The company paid total employee's remuneration ended 31 December 2020 in the form of salary, wages, provident fund, bonus and other benefits in the amount of 245,918,498.00 baht.

Auditor's Remuneration

1. Auditor's Remuneration

The company and its subsidiaries paid the audit fees to AMT Associate Co., Ltd., the audit firm of the company's auditor for the year 2020, totaled 2,810,000 baht , which is owned by the company 1,980,000 Baht and its subsidiaries totaling 830,000 baht.

2. Other Service Fees

–None–

Human Resource Development Policy

The company has a policy to develop personnel to provide employees with the ability to perform their duties and maintain their knowledge and ability to work with the company in the long term. The company provides training to suit the position according to the line of work.

The company focuses on promoting and developing personnel at all levels to have knowledge and expertise as well as raising consciousness of Teamwork, quality, integrity, and customer satisfaction, which lead to sustainable economic growth and stability. The company also encourages employees to have knowledge and training in various areas, including environmental training. The company has a wide range of training programs suitable for positions, age, and responsibilities such as executives, division managers and supervisors.

Training to enhance employee potential

The company focuses on promoting and developing personnel at all levels to have knowledge and expertise as well as raising consciousness of Teamwork, quality, integrity, and customer satisfaction, which lead to sustainable economic growth and stability. Therefore, the company provides a wide range of training programs suitable for positions, job length and responsibilities, such as management, division manager, department heads and engineers, supervisors and operational staff etc.

In 2020, a total of 552 employees (as of December 31, 2020), received training 469 people, representing 84.96 percent of the training budget of 326,414.70 baht., divided into:

Executive Level, Division Manager, Department Head	65 out of 85 employees received training, accounting for 76.47%.
Engineering & Specialists	71 out of 76 employees received training, accounting for 93.42%.
Support Functions	81 out of 125 employees received training, accounting for 64.80%.
Operating Functions	252 out of 266 employees received training, accounting for 94.74%.

The training type is as follows:

Knowledge	Total 332 hours
Skills	Total 108 hours
Attitude	Total 12 hours

Number of training hours in 2020

Employee Level	Average training hours per person	The goal of the course
Executive, Division Manager & Department Head (Management Level)	12.82	Focus on developing corporate management capabilities to increase business competitiveness and sustainability.
Engineering and Specialists	16.45	Focus on developing knowledge and expertise to support future needs. Create a knowledge management system to maintain knowledge and experience and development in the organization.
Support Functions	9.33	To promote the development of skills and capabilities to backup or support performance to achieve the goal.
Operating Functions	19.2	Focus on developing technical, production and practical skills so that employees can perform their duties as assigned by On-the-Job Training and Coaching

The Competency Development of Tirathai personnel under supervision by the Human Resources Development has developed and trained personnel as well as updating the curriculum to meet the needs and changes of today's business practice in the modern era in order for the participants to gain knowledge that can be used to benefit the organization. This classifies into 3 categories, which are 1. In-House Training 2. Training outside the organization (Public Training) 3. On-the-Job training. In 2020, the details are as follows:

Type of training	Number of courses	*Number of participants (persons)
1. In-House Training	38	1,008
2. Public Training	26	41
3. On-the-Job Training	172	1,663
Total	236	2,712

Remark * Number of participants counted repeatedly.

Non-Infringement of Intellectual Property or Copyright Policy

The company has a policy of non-infringement of Intellectual Property or copyright as shared responsibilities of all employees to respect the rights of intellectual property owners and must carefully use information and communication technology under the laws with prudence. In case, any employee is found to have violated intellectual property or the use of technology, information and communications, the fair investigation will be conducted and if the results appear to be true, it will be considered disciplinary and/or legal as appropriate. In the past year there have been no complaints in this regard.

Shareholding of the Board of Directors and Executives of the company at the end of the year 2020 compared to the end of 2019.

No.	Name of Board of Directors/Executives	As. Of 31.12.2019	As. Of 31.12.2020	The number of shares changed increased /(de- crease) in 2020.	% Shareholding in the company in 2020
1.	Mr. Sermakool Klaikaew Spouse and minor child	- -	- -	- -	- -
2.	Mr. Sumpun Vongphan Spouse and minor child	40,109,927 -	40,109,927 -	- -	13.02% -
3.	Mr. Upakrom Thaweepoke Spouse and minor child	5,488,558 -	5,488,558 -	- -	1.78% -
4.	Mr. Charuvit Suanmalee Spouse and minor child	8,521,014 250,000	8,521,014 250,000	- -	2.77% 0.08%
5.	Mr. Ouichai Siriwajana Spouse and minor child	1,519,500 -	1,519,500 -	- -	0.49% -
6.	Mr. Ampornrat Poolcharoen Spouse and minor child	2,253,900 -	2,253,900 -	- -	0.73% -
7.	Mr. Sunan Santichotinan Spouse and minor child	6,991,809 -	6,991,809 -	- -	2.27% -
8.	Mr. Tai Chong Yih* Spouse and minor child	33,000 -	33,000 -	- -	0.01% -
9.	Mr. Singha Nikornpun Spouse and minor child	- -	- -	- -	- -
10.	Mr. Annop Tegjarin Spouse and minor child	239,700 -	239,700 -	- -	0.08% -
11.	Mr. Somchai Roadrungrasinkul Spouse and minor child	- -	- -	- -	- -

*- 33,000 ordinary shares or 0.01 % of total shares with voting rights

- 23,834,870 shares, equivalent to 7.74%, with foreign entities as custodian

Internal Control and Risk Management

The Audit Committee has been appointed by the Board of Directors consisting of qualified persons, financial and accounting, legal and corporate management, to act as an important tool or mechanism of the Board of Directors in corporate governance in accordance with good governance principles, the committee review monitoring and evaluating financial reports, Management Risk Assessment, review the internal control system and review reports from internal auditors according to internal audit professional standards, including related policies, procedures, or practices and recommend solutions to management.

In 2020, the Audit Committee performed its duties in accordance with the scope of authority assigned by using knowledge, competency, experience, and express opinions independently by meeting with the management and various departments according to the relevant agenda, discuss and consider important matters. The Board of Directors and the Audit Committee agree that the company has an adequate internal control system and able to manage risks to the right level as usual, which summarized as follows:

Organization and Environment

The company has structured the organization and assigned its authority and responsibilities appropriately in accordance with its efficient business operations. The company has established policies, goals and operational plans with a strong emphasis on integrity and maintaining operational ethics, as well as separate details on the Board of Directors' code of conduct, code and business ethics for employees, treatment of business partners, customers, and third parties etc. The Audit Committee who is independent from the management has supervised the company to comply with the policies, relevant regulations or practices with a monitoring system to monitor operations. If it is found to be unsatisfactory, in accordance with the requirements and in relation to integrity and preservation of the Code of Conduct, the channel can be detected within a reasonable time. In case of finding performance that is not as specified by the Company or is contrary to integrity and maintaining the Code of Conduct, the company imposes penalties on work regulations and penalties in regulations regarding the company's work.

In addition, the company has prepared written procedures or guidelines and make revisions to suit the company's business. There is a follow-up committee to evaluate the internal control system by providing a reporting system and follow-up assessment of the internal control system according to the internal auditor's internal control system audit report for consideration and evaluation results according to a plan that can be corrected fairly.

Risk Management

The Company has an audit committee to make recommendations criteria or guidelines for risk assessment to cover all activities in accordance with the internal audit plan, which has been approved by the Audit Committee and inform the internal auditors to communicate to employees to be aware of risks in activities according to the audit plan that may have an impact on the organization. Including suggesting ways to reduce the risk to make the operation more efficient, effective and cost-effective. Moreover, the Company has a committee to monitor the results of internal control system assessment from the management that serves to supervise all activities with Fair corrective action is taken and the risks that may arise in business operations are carried out.

Operational Control of the Management and Operation level

The company has a management to establish management and control guidelines to minimize the potential impact. A joint meeting between management and the executives or departments to assess risks that may affect the operations. Based on past experience and management, audits from internal auditors help to monitor and assess adequacy. Appropriate control process and continuous follow-up adjustments are followed up according to the recommendations.

The company has established written procedures and guidelines covering important processes such as purchasing, accounting,

finance and human resources, as well as authorizing each issue, such as procurement of goods or services. approval of the sale of scrap materials, etc., and clearly dividing the power at each level, including assigning accounting departments and asset accounts to prepare a register of company assets, counting assets every year observing by internal auditors and inspect every year to reduce the risk and increase the efficiency of work more tightly.

Information and Communication Systems

The company uses information technology systems, ERP programs, such as purchasing, sales and accounting, etc. and design general control processes regarding the use of the company's information systems, such as establishing access rights to information in information systems, processing, publishing reports, storing information securely, and using information technology legitimately. The company has regulations for Internet use and the security control processes of information technology systems, such as preventing computer crimes. The company assigns the information technology department to responsible for receiving update requirements or problems from the use of the program, as well as maintaining the information system to be able to use .

The company provides appropriate information communication processes such as a centralized database system (share drive), internal phone calls, and e-mail, etc. Meetings are held to support internal control such as verbal internal meetings, board meetings and audit committees, etc.

For internal communication channels of employees, the company provide a channel for employees to provide information or clues about fraud or corruption within the company, such as through the company's address, notify by phone or mail or via email, etc., which will be sent to the responsible agency to collect and forward to the management including stakeholders or third parties to be able to send suggestions, comments or questions, and complaints to the company, through the company's address, telephone, mail, and e-mail of the Audit Committee, etc.

Tracking System

The company holds 4 regular Board of Directors meetings per year and additional special agendas as necessary and appropriate and a regular meeting of the Executive Committee every month. To consider and follow up the management's performance as to whether the target is met. In the meeting of the Board of Directors and the Executive Committee Meeting, if the performance differs from the target, there will be a resolution for the relevant agencies to take corrective action.

In addition, the company has a process for monitoring the performance of employees that do not comply with business ethics and the prohibitions imposed by the company, the supervisors to monitor the performance of employees in the chain of command and internal auditors regularly monitor internal control systems and processes to ensure that the internal control system is effective against corruption. This will be reported to the management and audit committee for acknowledgment.

The company has an independent internal audit and a chain of command directly to the Audit Committee to assess the adequacy of the internal control system for each activity according to the approved plan. In addition, the results of the internal audit are presented on a quarterly basis to the Audit Committee for consideration and acknowledgement through a quarterly meeting of the Audit Committee.

In addition, the company has provided a follow-up and review the implementation of its operations in accordance with its policies, the company's code of conduct, ethical standards and good internal control system, in which the company has an internal audit unit perform internal audit duties according to the audit plan approved by the Audit Committee. If the internal auditor finds any deficiencies or improvements in the internal control system, the senior management and executives responsible for making improvements without delay and reporting the audit results, as well as the revised follow-up reports according to the recommendations of the internal auditors to the Audit Committee every quarter. The Internal auditors perform duties in accordance with the Internal Audit Charter, which is the best practice and/or in accordance with generally accepted professional practices of internal audit (Standards for the Professional Practice of Internal Auditing (Standards)) and submit to the company for acknowledgment.

The Audit Committee, which has four regular meetings a year, and the Audit Committee will report the results through a quarterly meeting of the Board of Directors and will be consulted in the event of a serious incident or suspected fraud. There are practices that violate the law or other unusual actions that may significantly affect the company's reputation and financial position. The Internal Control System Assessment Committee and internal auditors are responsible for evaluating the company's controls with solutions to problems and monitoring the progress of quarterly improvements and report to the Audit Committee.

From the past operation above, The Board of Directors and executives attach great importance to integrity and maintain the code of conduct in the operations and defined in the business ethics, Code of Conduct, which covers the affiliates, as well as separate detailed description of the Board of Directors' Code of Conduct, Employee Code of Conduct and Treatment of Partners, Customers and Third Parties.

The company has prepared a manual of business ethics and code of conduct, including anti-corruption policies and measures, especially in regard to bribery and corruption. Penalties for violations are imposed in the Employee Handbook and communicated to employees through orientation and public relations boards. In the event that the internal auditor detects an incident as mentioned above, the Internal Auditor shall report to the Audit Committee immediately in order for the Audit Committee to report the incident to the Board of Directors for immediate corrective action.

The company's auditor is Mrs. Natsarak Sarochahunjeen, Certified Public Accountant No. 4563, who is auditor of the consolidated and separate financial statements for the year ended December 31, 2020, has reviewed the company's accounting control system to determine the audit and scope of operations for the period and found no material deficiencies to suggest that the company Improves internal control in any way.