

Symphony Communication Public Company Limited

Corporate Governance Policies

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Symphony Communication Public Company Limited

Corporate Governance Policies

Symphony Communication Public Company Limited has an important goal to reinforce the company to be the organization which has effective operation, excellent management, and ability to endure and steady growth and to be the organization with integrity, law compliance, transparent and auditable. By considering all stakeholders for achieving this goal, the board of directors has determined good corporate governance policies so that the board of directors, the management and the employees can rely as a way to perform as the followings;

1. The company will rely on principles of good corporate governance as a way to operate and manage organization structure to connect the relationships between shareholders, board of directors, management, and employees by considering the shareholders' benefits and the effect to all stakeholders.

2. Roles, duties and responsibilities of the board of directors, sub-committees and management have been clearly and systematically established by considering of enhancing operational efficiency. The administrative system, accounting-finance system, internal control system, audit system, reporting system and risk management system must be standardized, reliable and compliance with the law. The operating result will be regularly reviewed and evaluated to improve the company's operation.

3. The board of directors shall perform duties with integrity, strong effort, responsibility, transparency, auditable and independence. In addition, the board of directors shall take the lead to specify code of conduct and to perform under principles of good corporate governance. Those will be the way to perform for directors, management and all employees including monitor and properly manage any conflict of interest problem and related transactions to comply with the law and regulations.

4. The board of directors shall formulate the company's vision, strategy and significant business plans by concerning the factors and conditions which make the company achieve its objectives with carefulness and cautiously for the risk that may take place. The board of directors shall direct and supervise the executives in carrying out their assignment in accordance with the company's vision, strategy and significant business plans.

5. Management and all employees must perform their duties with full effort, honesty, and dedication, maintain code of conduct, transparency, auditable, in compliance with law and regulations to be in accordance with the company's vision, strategy and significant business plans.

6. Structure of directors and employee's remuneration have been appropriately set according to business, responsibility, company's status and market competition by concerning the operation result, achievement of business plan and strategy plan, growth of income and other related factors of the business.

7. The criteria and selection method of the directors, management and all level of employee shall be appropriated to the business condition, including transparent, standardized and fair recruitment.

8. The company place importance on social activities, save of life qualities and environment. Applying the sufficiency economy philosophy, advocated by His Majesty the King Bhumibol Adulyadej to business operation is helping the company adheres to in order for a strong and sustainable growth during both normal or critical situation.

Section 1

General Policy

1. Introduction

The company aims to be a leader in telecommunications business, in both domestic and ASEAN level, with operations and management practices of upholding the principle of good corporate governance, fairness, transparency and auditable. The company shall continually improve its standard to achieve the objective by relying on good corporate governance in accordance with the regulations issued by the Stock Exchange of Thailand and to standardize in comparable to ASEAN Corporate Governance.

2. Vision

To operate the business under the principle of good corporate governance to achieve the company's mission, the key factor is "people". Therefore, the company place importance on its employee as a valuable key resource. This idea is reflect in the company's vision which is;

“With Innovation, Competency, Integrity and Happiness of our People, Symphony's heart is always strong and lively”

3. Mission

Mission of the company is “To provide the Neutral and High-Reliable Telecommunication and information Technology Infrastructure Service to local and international market with fairness, efficiency, integrity and ethic of our happy people. We will grow with our customers and create sustainable returns to stakeholders.”

4. Core Values

Quality of Services

Service-Minded

Teamwork

Professionalism

Adaptability

Integrity

5. Practice guideline for corporate governance manual and code of conduct

The company personnel must study to thoroughly comprehend of corporate governance manual and code of conduct and strictly comply as a work discipline. Anyone deliberately violates or ignores the compliance without a lawful reason or without a lawful approval from the authorized person shall be investigated. The misconduct shall be disciplinary penalize and prosecuted as appropriated.

All company personnel shall realize that the company might not be able to design all detail of behaviors, events and situations as describe in this guidance. In case of unable to determine or unsure to comply the principle of good corporate governance and any company ethics, should consult with the supervisor before performing an action.

6. Complaints

Any company personnel who find unlawful conduct or non-compliance with the principle of good corporate governance and unethical conduct, shall submit complaints or report the factual information with evidence (if any) to chairman of the board, audit committee, executive committee, president or company's secretary. The company will investigate by effectively safeguard name and information of those who submit complaints or report such information for privacy impact protection.

Section 2

Corporate Governance

1. Definitions

Good corporate governance is defined as a process under which there is a structure and an internal managing mechanism connecting relationship between the Board of Directors, sub-committees, the managements, employees and shareholders. Its major objective is to make proper benefits to shareholders and overall stakeholders. The good corporate governance consisted of 7 major governing principles in the following;

1. Accountability principle
2. Responsibility principle
3. Equitable treatment principle
4. Transparency of information disclosure principle
5. Value creation principle
6. Ethic principle
7. Corporate social responsibility : CSR principle

2. Rights and equitable treatment of shareholders

Symphony Communication Public Company Limited has hold the equitable treatment principle to all shareholders in compliance to the criteria set by laws and relevant departments regulations. The company's shareholders' meeting process has been done aboveboard, transparently and fairly with equitable treatment of all shareholders as following;

1. Shareholders are entitled to company ownership and control via an appointed Board.
2. Shareholders are entitle to share transaction; selling and transferring.
3. Shareholders are entitle to attend shareholders' meetings and exercise their votes including can engage in the decision-making on the company's key changes.
4. Shareholders are entitle to assign proxies and vote at the shareholders' meeting on their behalf.
5. Shareholders are entitle to directors' appointment and removal.
6. Shareholders are entitled to vote for the company auditor appointment and compensation.
7. Shareholders are entitled to accurately and timely receive company information, business performance and operation management policies.
8. Shareholders are entitled to share in the company's profits identically.
9. Shareholders are entitled to receive all relevant transactions information.

(A) Shareholders' meetings

1. Determine the shareholders' meeting date, time and venue

The company committee will determine the shareholders' meeting date, time and venue that is conveniently accessible and will allocate a suitable period of time for the shareholders give comments, suggestions and queries independently.

The company must organize the shareholders' meeting at least once a year and within four months after its accounting periods ends which is called an "Annual General Meeting", and any other shareholders' meeting is held as necessary, called an "Extraordinary General Meeting." **The company committee may hold an Extraordinary General Meeting whenever deems appropriate.**

The shareholders whose collective holding is over one-fifth of issued shares, or by at least 25 shareholders whose collective holding is no less than **one-tenth** of issued shares, could make a demand to call an Extraordinary General Meeting whenever they need to. They have to clearly specify in the letter about the reasons for calling the meetings. Then the board has to hold the Extraordinary General Meeting within one month from the date they receive a letter from shareholders.

2. The meeting notification letter

The company will send the meeting notification letter and agenda specified the purpose either for acknowledgement or for consideration, together with the Board of Directors' comments and relevant document completely and adequately for their review on each agenda item, to the shareholders and the Public Company Limited Registrar. The letter must be sent at least 7 days ahead of each meeting and must publicize the shareholder meeting via newspaper advertisement no less than three consecutive days prior to the meeting in compliance to laws and relevant department regulations accurately and completely, and must be disseminated in the company website accordingly.

3. Proposition for adding agenda item prior to the meeting

All shareholders are entitle to propose additional agenda prior to the meeting by submitting the agenda and detail information in writing to the company prior to the meeting date as per the company principle and abide to the good corporate governance principle. Therefore the Board of Directors will consider whether the agenda will be added.

4. Meeting attendance and registration

All shareholders are entitle to attend shareholders' meetings and exercise their votes, or assign a proxy to vote on their behalf. There must be at least 25 attendees or no less than half of total shareholders holding **and** no less than **one-third** of the issued shares, therefore the meeting is considered a full quorum. The company will allow time for shareholders to register before the meeting begin and the system will be set up at the registration to facilitate rapidly and completely all shareholders. Moreover the company will provide the opportunity for shareholders to authorize the independent director or others to attend shareholders' meetings on their behalf by completing a proxy form as will be enclosed together with the meeting notification letter.

5. Inquiry, give opinion, resolution and records of meetings

The Board of Directors opened the equal opportunity for all shareholders to review the company business operation. In every shareholders' meeting, shareholders can inquire, give opinion and suggestion considerably, consider and adopt a resolution freely. For voting and counting of votes, the vote is counted one vote per share equally. The company will record the

minute including inquiries, suggestions, and resolutions of the meeting by classifying into approval votes, objection votes and abstention votes for each agenda in writing for all shareholders and relevant parties investigation as well as disseminate the meeting minute in the company website after the meeting.

6. Board of Directors Attendance in Shareholders' Meetings

The Board of Directors recognized the importance of shareholders' meetings and considered as the responsibility for all Board of Directors to attend every shareholders' meeting, to present various information to shareholders completely, listen to shareholders opinion and suggestion as well as provide the opportunity for all shareholders to ask and answer the question with accurate information supported.

7. Assigning a proxy to attend the meeting on their behalf

The shareholders are entitled to authorize others to attend shareholders' meetings and exercise their rights to vote on their behalf. The proxy assigning must be done in writing with the shareholders' signatures and submit to the Chairman or the person assigned by the Chairman prior to the proxy attends the meeting. The proxy form is in the form which is prescribed by the Public Company Limited Registrar. For voting and counting of votes, a proxy has the number of vote as per all shareholders who assigned to a proxy, unless a proxy proclaimed the right to vote for only some shareholders of which names and share numbers must be specified accordingly.

(B) Dividend Payment

The annual dividend payment must be done upon an approval of the shareholders meeting. Moreover, if the Board of Directors view that the company has gained sufficient profits and it is appropriate to pay dividends, the company may from time to time pay interim dividends to shareholders and report in the next shareholders' meeting. Dividend payment from other sources besides from company accumulated profit is forbidden and the dividend payment cannot be done when the company still have accumulated deficit.

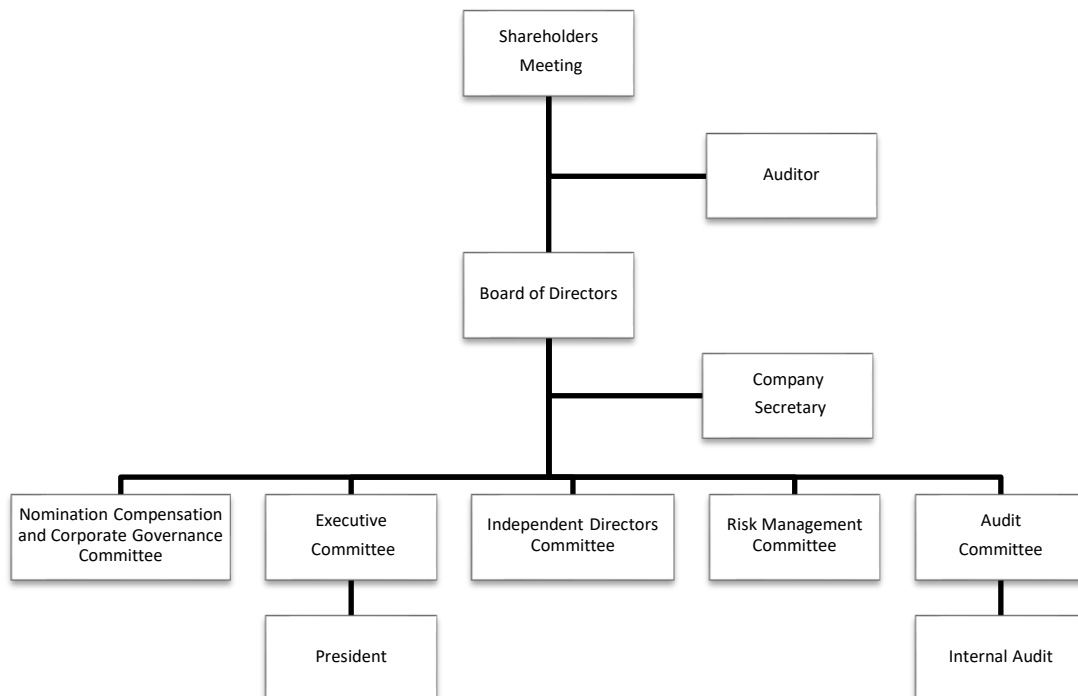
The payment of dividends will be made within one month from the date of shareholders' meeting or the date the Board of Directors, as the case may be, has adopted the resolution. The company will notify the shareholders by mail and publish the announcement of dividends payment in newspaper no less than three consecutive days.

3. Information disclosure and transparency

1. The company hold to the principle of transparency in business undertakings which can be investigated. The disclosure the company's material information, both financial and non-financial, to relevant parties is transparent and equitable. Therefore the investors feels confident that the company has done the honest business operation and also be a tool for reviewing the Board of Directors and the managements' works.
2. The company is responsible for promoting information disclosure, which is accurate, sufficient, reliable and punctual. Therefore shareholders, investors and all stakeholders can get the information impartially in accordance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) including the relevant laws, regulation and company policy and procedure. The information disclosure has been done through various communication channels such as reporting to SEC and SET, publicizing on newspaper advertisement or television, disseminating in the company website, participating in the Investors Opportunity Day organized by SET et cetera. The company committed to be caution and prudence in preparing the information that is concise, clear, easily understood both in Thai and English as well as maintain the information to be up-to-date and disclose thoroughly, timely and regularly including information that is positive or negative to the company business operation.
3. The company committed to submit the balance sheet, profit and loss statement, audit report from reliable auditor including the Board of Directors' annual report, to the shareholders in Annual General Meeting for approval. In the Annual Report, the Board of Directors must provide an easy understood summary, explained their own responsibility in preparing the financial reports together with the auditor's report, several essential managements reports for analysis. In addition to financial report and audit report, the minutes of Board of Directors meetings and Board-Committee Directors meeting as well as the report of change in company executive's securities holding as per the regulation of SET, are also needed.

4. Structures, duties and responsibilities of directors and management

Symphony Communication Public Company Limited has the management structure as per below organization chart, the responsibilities of Board of Directors, Sub-committee directors and management are in compliance with the Public Limited Companies Act, B.E.2535, Securities and Exchange Law, company rule and regulation, order and company management authorization manual which are complied with the good corporate governance.



5. Charter of the board of directors, sub-committees and management

5.1 Charter of the board of directors

Board of the Directors has ultimate authority to define visions, directions, policies and major plans for business operation as well as is also authorized in governing the managements to run the business aligned with the company visions, directions, and policies for company achievement. It is the Board responsibility to recruit and appoint the Executive Committee, Board-Committee Directors, Auditor and Company's Secretary. Each director of the Board must possess knowledge and experience appropriate for the business operation. The Board must make the decision on company major issues in the best interests of all stakeholders, manage the risk, determine the compensation and govern the company in abided to good corporate governance principle which led to the sustainability growth.

1. The Board of Directors Structure

The structure of the Board of Directors is as following:

- 1.1. According to the Articles of Association of the Company, the Board of Directors shall consist of not less than five directors. Not less than one half of the total number of directors shall have domicile in the Kingdom.
- 1.2. The Board of Directors is to comprise of executive directors, non-executive directors and independent directors for not less than one-third of all directors but no less than three directors who possessed qualifications in accordance with the regulations of The Securities and Exchange Commission (SEC) and regulations of The Stock Exchange of Thailand (SET).
- 1.3. The Board of Directors appointed a non-executive director to be the Chairman of the Board.
- 1.4. The Board of Directors appointed a person to be the Secretary to the Board of Directors who can be either an executive or a non-executive director.
- 1.5. The Board of Directors appointed a person to be the Company's Secretary.

2. Duties and Responsibilities

The duties and responsibilities of the Board of Director is as following:

- 2.1. To perform duties with responsibility, caution and honesty, **take precaution on the company benefits** and conduct the Company's business in accordance with the laws, the Company's objectives and Articles of Association as well as the resolution of the Shareholders' Meeting

- 2.2. Set out vision, policies, business direction and control the operations of the company to be in compliance with the prescribed policy and plan efficiently and effectively in order to maximize economic value and shareholders' wealth as well as create sustainable growth of the business.
- 2.3. Ordinarily ensure the responsibility and accountability to shareholders while also disclosing information in sufficient, correct, complete, standardized and transparent manner to shareholders.
- 2.4. The Board of Directors must has appropriate knowledge, competency, and experience that is beneficial to the company, show truly interest in the company business and be intent to perform the business operation continuously.
- 2.5. Appraise the performance and prescribe the compensation of executive managements.
- 2.6. Supervise to have the clear and assessable business policy and mission set out, to be the guideline for business operation and corporate governance, by considering the business possibility and reasonability. Such policy should be reviewed and practice regularly.
- 2.7. Promote to have the written code of ethic therefore directors, managements and employees are understand on the ethical standard using in the business, moreover have to enforce the compliance of the code of ethic seriously.
- 2.8. Be caution in reviewing the issue regarding conflict of interest and connected transactions by define a clear direction mainly for the benefits of company, shareholders and stakeholders who do not take part in the decision making. Supervise to ensure the compliance of operating process principles while also disclosing information regarding conflict of interest in correct, complete, standardized and transparent manner.
- 2.9. Determine the Risk Management Policy to cover throughout the organization, the management must comply with the policy and regular report to Board of Director for acknowledgement. Set up the reviewing process or risk management evaluation ordinarily **and whenever discover the change of the risk levels from the determined direction, including give precedence to any early warning signals of unusual issues.**

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- 2.10. Consider and approve the major company issues for instance policy and business plan, massive investment, management authority, acquisition or disposal of any assets and other property in accordance with the laws.
 - 2.11. Determine the authority and level of authority to perform the transaction in relevant to the company business for a person or group of person, as appropriate and abide by relevant laws and regulations, by providing the operation manual and have it review at least once a year.
 - 2.12. Set up the reliable accounting system, financial and auditing reports as well as the evaluation on the appropriateness of the internal control system. Assign a person or independent organization to be responsible for auditing the stated control system and have it review regularly.
 - 2.13. Nominate the auditors and determine on the annual remuneration to submit to the shareholders' meeting for approval.
 - 2.14. Prepare reports on responsibilities of the Board of Directors regarding the financial statements by presenting together with the reports of the auditors in the annual report, which shall cover important matters in accordance with the policy on best practices for Directors of listed companies on the Stock Exchange of Thailand
 - 2.15. Consider and appoint sub-committees or individual person to assist in supervise, monitor, give control on managing the major business under the control of the Board of Directors in compliance with the company charter. Evaluate the working performance of sub-committees or individual person or may delegate to them to have authority as the Board deems appropriate within the time period. The Board may revoke, change or modify the authorization when see appropriate. However, the authorization shall not possess to make such individuals to be able to approve the transaction that the person or other may have conflict of interest and personal gain or may have a conflict of interest in any other way with the Company or its subsidiaries as well as must get the approval from the shareholders' meeting to perform the relevant transaction, acquire or dispose of any major company properties aligned with the regulations of the Securities and Exchange Commission (SEC). In the case of such transaction in relevant to the directors or others who may have conflict of interest (accordingly to the regulations of the Securities and Exchange Commission and the

Stock Exchange of Thailand), the relevant directors or others must not have the right to vote or approve the particular transaction.

Moreover the Board may consider authority delegation to sub-committees or individual person, as per described above, to perform the transactions in relevant to business operation or normal investment capitals of which scope of authority and level of financial approval is clearly defined, the unlimited financial authority delegation is forbidden. In case of the Board delegated authority to the manager or individual person to perform the transaction on their behalf, the delegation must be done in written or be clearly record as the resolution of the Board of Director in the minute of the meeting including the scope of their duties.

2.16 The Board of Directors conducted self-evaluation of its performance.

3. Board of Directors Election and Appointing

The Board of Directors election and appointing will be done in the shareholders' meeting by followed the below principles;

- 3.1. The shareholder has number of vote in equivalent with the number of share held.
- 3.2. Each shareholder may exercise his/her vote(s) for any individual director, or group of directors as determined by the meeting. In casting the votes, each shareholder shall cast all the votes he/she has under item 3.1 above at one time, the vote could not be split in compliance with the Section 70 of the Public Company Limited Act (NON CUMULATIVE VOTING only)
- 3.3. The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled.
- 3.4. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.
- 3.5. The directorship term is 3 year. At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office. The Directors retiring from office in

the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire. The independent directorship term is 9 years unless the Nomination and Corporate Governance Committee agreed that the particular independent director has great contribution to the company and the term over 9 years will not lead to be lack of independence qualifications of independent director and must get the approval from the Board of Director and shareholders accordingly.

- 3.6. A side of the end of directorship term, directors shall vacate office upon the following causes:
- (A) Death
 - (B) Resignation
 - (C) Disqualification or prohibitions under the Public Company Limited Act and/or the Securities and Exchange Commission Act, or Telecommunication Act.
 - (D) Removal by a resolution of the Shareholders' meeting
 - (E) Removal by the court order
- 3.7 A resigned director may submit the resignation letter the company and it will be effective on the letter submission date. The registrar could be acknowledged accordingly.
- 3.8 In case of a vacancy in the Board of Directors for reasons other than the expiration of the Director's term of office the Board of Directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under Public Company Limited Act and/ or the Securities and Exchange Commission Act and/ or the Telecommunication Act as the substitute Director at the next meeting of the Board of Directors, unless the remaining term of office of the said Director is less than two months. The resolution of the Board of Directors shall be made by a vote of not less than three quarters of the number of Directors remaining. The substitute Director under the first paragraphs shall hold office only for the remaining term of office of the Director whom he replaces.
- 3.9 A resolution for any Directors to leave office prior to the completion of his term requires the votes of at least three-fourths of the number of the shareholders attending the meeting and having voting rights and holding in aggregate shares amounting to not less than half of the number of shares held by the shareholders attending the meeting and have voting rights

- 3.10 The Director can be or be not the shareholder.
- 3.11 Not undertaking a business of the same nature and in significant competition with those of the Company nor being a significant partner of a partnership or an executive director of another company undertaking a business of the same nature and in significant competition with those of the Company either for own benefit or others unless the shareholders' meeting has been acknowledged in advance, prior to the appointing.

In the case of the President would undertake the position of a director in other companies, he/she must get the approval from the Board of Director in advance. Each director can hold the position of board member in no more than 5 listed companies simultaneously therefore he/she can perform the duty effectively.

The company may appoint directors, president or company executives to be the director in its subsidiary in order to supervise to have the business operation aligned with the company policy and objective.

4. The Board of Directors Meeting

The Board of Directors Meeting is as following;

- 4.1. The Board of Directors meeting shall be held at least once in every quarter. The directors should attend the meeting every time to give comment and suggestion independently, in case of necessity and cannot attend the meeting, shall deliver the notice to the Secretary to Board of Director. The company must report the number of attendance of the Board of Directors in the Company Annual Report. The Secretary to Board of Director shall deliver the meeting notification letter informed about date, time, venue and agendas to directors no less than 7 days before meeting date except in case of emergency to maintain rights or benefit of the Company, meeting notice shall be done in other methods and the date shall be fixed earlier. The Secretary to Board of Directors shall gather supplementary document of each agenda and shall be delivered to each director prior to the meeting date, be adequate to support the Directors consideration and decision making freely. The Secretary to Board of Directors is responsible for recording the meeting points and preparing the minutes of the meeting covering complete and substantial information within 15 day after the meeting finished,

submit to the Chairman for signature and keep the minutes systematically, confidentially and easy for searching in compliance with the Securities and Exchange Act.

- 4.2. The Directors who may have conflict of interest in particular issues must not have the right to vote for such issues.
- 4.3. The decision of the meeting of the Board shall be made by a majority of votes. In case of that the number of votes about something is equal, the Chairman of the meeting shall give a casting vote. However the comments of other directors who do not exercise the vote must be recorded in the minute of the meeting accordingly.

5.2 Charter of audit committee

Symphony Communication Public Company Limited Board of the Directors has attached the important of good corporate governance, therefore the Audit Committee is appointed in consisting of the Directors of which must be independent, to be responsible for auditing the business operation, reviewing the effectiveness of the internal control processes to be accordance to the regulation and aligned with the good operation protocol. The business is undertaken properly, efficiently and most effectively. The Audit Committee is also responsible for reviewing the company financial statement by coordinating with the external auditors, ensuring the reliability of financial statement which is disclosed accurately and completely in compliance to the standard relevant regulation. The Audit Committee also must gain trust and respect from investors and stakeholders on our audit and governance system that has been done carefully, fairly, transparently and in compliance with the good corporate principle. Therefore the Board of Director agreed to define the Charter of Audit Committee as following;

1. The Audit Committee Structure

The structure of the Audit Committee is as following:

- 1.1. The Audit Committee consists of at least 3 directors, all of which must be independent directors
- 1.2. **The Audit Committee shall possess skills and expertise that are proper with the assignments.** At least one member must be knowledgeable and possess sufficient work experience in accounting or financial field to review reliability of financial statement
- 1.3. The Board of Directors shall elect one member of the Audit Committee to take position as Chairman of the Audit Committee.
- 1.4. The Audit Committee shall elect and appoint the Secretary to the Audit Committee.

2. Composition and qualifications of the Audit Committee

The Audit Committee shall have the qualifications as following;

- 2.1. Be appointed by the Board of Directors or the shareholders' meeting
- 2.2. Have the qualifications stipulated under the Public law, the Securities and Exchange Laws, the Stock Exchange of Thailand Requirements
- 2.3. Holding not more than 1% of the total voting shares of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, with the number of shares held by the director's related persons being counted

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- 2.4. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such characteristics have lapsed for at least 2 years before being appointed. However, such characteristics are not including a director who use to be a governance officer, an advisor of the government sectors who are the major shareholders or controlling person of the Company.
 - 2.5. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such characteristics have lapsed for at least 2 years before being appointed.
 - 2.6. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such characteristics have lapsed for at least 2 years before being appointed.
 - 2.7. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than 2 million Baht per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such characteristics have lapsed for at least 2 years before being appointed.
 - 2.8. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
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- 2.9. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders
 - 2.10. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries
 - 2.11. Being a person who can perform own duty, give comment and report the outcome of the assignment independently, not being controlled by executives or major shareholders or shareholders relating person.
 - 2.12. Being a reliable and acceptable person generally
 - 2.13. Being able to contribute enough timing on the duty of Audit Committee.

3. Duties and Responsibilities

- 3.1. Reviews the Company's financial reporting process to ensure its accuracy, credibility, and sufficient information disclosure by coordinating with the external auditors. The responsible executive is required to prepare quarterly and annually financial reports and present to the Board of Director.
- 3.2. Review the Company's Internal Control and Internal Audit process to be effectively and properly. Considers the independence of the Internal Systems Audit Section including the adequacy of the budget and workforce of the Internal Systems Audit Section, and considers to approve the appointment and relocation of the Head of the Internal Audit and relevant parties. Give recommendation to the external auditor to review any transaction whereas needed and important during the audit process. Provide the recommendation to improve the major and important internal control process to the Board of Directors in cooperation with the external auditor and the internal audit process manager or an advisor of the internal audit.
- 3.3. Reviews the Company's compliance with laws governing securities and stock exchange, or requirements of the Stock Exchange of Thailand, and other policies, rules, regulations, charters, and laws applicable to the Company's business
- 3.4. Consider to select and nominate independent persons to act as auditor, suggest the remuneration to the Board of Directors before tabling to the shareholder's meeting for

approval respectively as well as coordinate with the relevant external auditor regarding the objectives, scope of work, plan and issues occurred during the audit process including the points that external auditor attached the important, and attend non-management meeting with the auditor at least once a year.

- 3.5. Reviews the connected transactions or the transactions that may lead to conflicts of interests and consider the information disclosure to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations. This is to ensure such transactions are reasonable and for the highest benefit of the company
- 3.6. Review to ensure that the company has appropriate and efficient Risk Management systems.
- 3.7. Prepare the audit committee's report for the Board of Directors at least 4 times a year.
- 3.8. Under its scope of duties and responsibilities, the Audit Committee is authorized to invite the executives, or any concerned persons to give suggestions, to attend the meeting, or to deliver necessary information.
- 3.9. The Audit Committee is authorized to hire professional advisors or specialists in other fields when needed under the Company's expense and in compliance to the company regulation.
- 3.10. Prepares the Audit Committee's report signed by the Chairman of the Audit Committee. The report is to be disclosed in the Company's annual report in accordance with the requirement of the Stock Exchange of Thailand, and shall consist of at least the following information:
 - Opinion(s) on the accuracy and credibility of the Company's financial report;
 - Opinion(s) on the adequacy of the Company's internal control system;
 - Opinion(s) on the compliance with the law on the Securities and Exchange Commission, the Stock Exchange of Thailand's regulations, or laws applicable to the Company's business;
 - Opinion(s) on the suitability of the external auditors;
 - Opinion(s) on the transactions that may lead to conflicts of interests;

- The number of the Audit Committee's meetings and the attendance of such meetings of each committee member;
- Opinion(s) or overview comment gained from the Audit Committee's its performance or duties in accordance with the Committee Charter; and
- Other reports which should be known to the shareholders and general investors under the roles and responsibilities as assigned by the Company's Board of Directors.

3.11 The Audit Committee conducted self-evaluation of its performance and reported the operating result, issues and troubles that may be the root cause of the failure to achieve the Audit Committee setting objectives, to the Board of Directors annually.

3.12 The Audit Committee may seek independent opinions from professional advisors or specialists in other fields when needed under the Company's expense.

3.13 Performs other duties as assigned by the Company's Board of Directors, within the scope of roles and responsibilities of Audit Committee. In its performance of duties, the Audit Committee must be directly responsible to the Company's Board of Directors, while the Company's Board of Directors shall remain responsible to third parties for the operations of the Company.

4. Term of Office

The Audit Committee term of office is as following:

4.1. The term of office of each Audit Committee member is 3 years. The Audit Committee members who retire upon the expiration of the term of office may be re-appointed. Members of the Audit Committee shall immediately be terminated from the position upon;

4.1.1. Death

4.1.2. Resignation

4.1.3. Lack of qualifications of the Audit Committee member in accordance to this charter or regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand

4.1.4. The Audit Committee term of office have elapsed

4.2. In the case of any Audit Committee member resigning before completing the term of office, a written notice stating reasons for resignation should be presented to the Company at least one month prior to the resignation, so that the Board can appoint a replacement director accordingly. The Company shall notify and present a copy of resignation letter to

the Stock Exchange of Thailand. In case of vacancies of all members in the Audit Committee, the said Audit Committee may perform any act in the name of the Audit Committee until a new Audit Committee takes over the duties.

- 4.3. In case of a vacancy in the Audit Committee for reason other than expiration of the term of office, the Board of Directors shall appoint a person who is fully qualified as a substitute member of the Audit Committee within 90 days so that the number of members of the Audit Committee remains in full as the Board of Directors had stipulated. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces only. The Company shall notify the Audit Committee member resignation with reason to the Stock Exchange of Thailand immediately.

5. Meetings

The Audit Committee meeting is as following:

- 5.1. The Audit Committee meeting shall be held at least 4 times a year, to review the financial statement, financial reports, annual audit plan, internal audit report and others. The Chairman of the Audit Committee may convene a special meeting for any urgent matter reviewing as appropriate.
- 5.2. In the meeting supplementary document, the committee's names must be specified, and determine that the committee members who may have conflict of interest, the relevant members must not give any comments or have the right to vote the particular transaction.
- 5.3. The Audit Committee's resolution shall be passed by the majority votes of the Committee members who attend the meeting and cast their votes, In case of a tied vote, the Chairman of the meeting can cast another vote in determining the vote result. However other members' comment must be recorded as the objection vote and report to the Board of Directors.
- 5.4. The Chairman of the Audit Committee shall always be the one who present the result from the meeting to next meeting.
- 5.5. The Secretary to the Audit Committee or any designated person shall be in charge of taking minutes of the meeting

6. The Audit Committee Reporting

- 6.1. The Audit Committee present the operating result to the Board of Directors in the Board of Director meeting
- 6.2. In the performance of the duties of the Audit Committee, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the company's financial condition and performance outcome, the Audit Committee shall report it to the Board of Directors for rectification within the period of time that the Audit Committee deems appropriate;
 - (1) A transaction which caused a conflict of interest
 - (2) Any fraud, irregularity, or material defect in the internal control systems
 - (3) An infringement of the laws, the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) or any laws relating to the company business.
- 6.3. If the Audit Committee has report on the transaction or act which may materially affect the company's financial condition and performance outcome to the Board of Directors, the Board of Directors and executives agree for rectification. In case, the Board of Directors or executives not perform or not response unreasonably within the agreed period of time, any member of the Audit Committee may report the audit findings directly to the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

7. The reporting of listed company to the Stock Exchange of Thailand

- 7.1. The Audit Committee appointing
 - 7.1.1. Notify the Stock Exchange of Thailand on the resolution of the Board of Directors or the shareholders' meeting regarding the appointing of the Audit Committee together with a Form to Report on names of Members and Scope of Work of the Audit Committee
 - 7.1.2. The Certificate and Biography of the Audit Committee Member must be sending to the Stock Exchange of Thailand within three working days since the date the resolution has been made by the Board of Director or the shareholders' meeting.
- 7.2. The change of Audit Committee members
 - 7.2.1. Notify the Stock Exchange of Thailand on the resolution of the Board of Directors or the shareholders' meeting regarding the change of the Audit Committee to t in compliance with the regulation of SET.
 - 7.2.2. Notify the Stock Exchange of Thailand on the resolution of the Board of Directors or the shareholders' meeting regarding the appointing of a new audit

committee member within three working days, along with the Certificate and Biography of the Audit Committee Member.

- 7.3. Notify the Stock Exchange of Thailand on the resolution of the Board of Directors or the shareholders' meeting regarding the change of the scope of work and responsibilities of an audit committee within three working days, along with the Form to Report on Scope of Work of the Audit Committee.

5.3 Charter of executive committee

Symphony Communication Public Company Limited Board of the Directors has attached the important of controlling the business management in complied with the company policy therefore the Executive Committee is appointed with scope of duty and responsibility as following;

1. The Executive Committee is to comprise of at least 4 executive directors.
2. Be responsible for controlling the business operations to in accordance with the company policies and reporting to the Board of Directors. In the Executive Committee Meeting, at least one-half of the total number of members must be present to form a quorum. The resolution at a meeting shall be made by a majority of votes of all members present at the meeting.
3. To consider and determine the policies, directions, strategies and business operation plans including the management organization, therefore be able to perform tasks in accordance with the Board of Directors' policy and objective, as well as presenting to the Board of Directors for further consideration.
4. To consider and determine the authority and level of approval for each person appropriately, delegate responsibilities to each position by consider the fraud relating, determine the processes and transaction performing methods of major shareholders, directors, executive and all relevant people appropriately in order to prevent the benefits transferring then submit to the Board of Directors for approval in the principle, as well as ensure the principle will be complied with.
5. To consider and approve the annual budget and budget spending process for the Board of Director further approval, control the budget expenditure as per the Board's approval.
6. To consider and approve the investments, determine the investment budget in compliance with the authority specified in the Authority Manual.
7. To consider and make the agreements in relevant to the company in compliance with the authority specified in the Authority Manual.
8. To consider and determine the compensation policy and employee salary structure, submit to the Compensation Committee for approval prior to further submit to the Board of Directors

9. Be responsible for providing adequate important information for the consideration of the Board of Directors and shareholders, as well as prepare the financial report that is reliable, standardized and transparent.
10. To consider the company profit and loss, and propose the annual share dividend payment for the Board of Directors.
11. To consider investing in the new business and closing down the business, submit for the Board of Directors.
12. To govern for setting up the reporting process for the one, who performs the duty, to report the unusual incident or illegal transaction to the Board of Directors promptly, and if the incident may materially affect the company's business operation, the Executive Committee shall report it to the Board of Directors for rectification within the period of time that the Executive Committee deems appropriate.
13. To perform any operation in supporting the above operation or in accordance to the Board of Directors decision or as per the Board of Directors' assignment.
14. To facilitate the Board of Directors meeting as per defined in the Authority Manual, to get the resolution and/or approval from the Board of Directors meeting, as well as report to the next Board of Directors meeting.
15. The Executive Committee is authorized to hire professional advisors or specialists to give comment/opinion in the subject related to its duties as necessary.
16. To perform other related duties which are assigned by the Board of Directors.

However the Executive Committee is not authorized to approval any transaction that the Committee members or related persons may have the conflict of interest with the company or relevant companies, unless the approval has been done in compliance with the policy and regulation approved by the Board of Director. The approval of such transaction must be submitted to the Board of Directors' meeting and/ or the Shareholders' meeting for consideration and approval according to the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) including the relevant laws.

5.4 Charter of nomination compensation and corporate governance committee

Symphony Communication Public Company Limited Board of the Directors has adopted a resolution to appoint the Nomination Compensation and Corporate Governance Committee as the corporate sub-committee, to be responsible for nominate the qualified people to be the Directors and president, to consider and prepare the policy and principle of good corporate governance, as well as ensure the compliance accordingly. Therefore the Board of Director defined the Charter of Nomination Compensation and Corporate Governance Committee as following;

1. Composition of the Nomination Compensation and Corporate Governance Committee

The Nomination Compensation and Corporate Governance Committee is comprised of the following;

- 1.1. Shall comprise at least three (3) Directors including mainly independent directors and proficient non-executive directors.
- 1.2. The Board of Directors shall appoint an independent director in the Nomination Compensation and Corporate Governance Committee to be the Chairman of the Committee.

2. Qualification of the Nomination Compensation and Corporate Governance Committee

The Nomination Compensation and Corporate Governance Committee members must have the qualification as following;

- 2.1. Be appointed by the Board of Directors
- 2.2. Be knowledgeable, experienced and be expert at/in company business, finance/ accounting, economy, laws and regulations, human resource management, good corporate governance, Corporate Social Responsibility (CSR) and others
- 2.3. Be mature, stable, dare to assert different opinions and independent.
- 2.4. Be able to contribute time for the duties.

3. Scope of Duties and Responsibilities

The duties and responsibilities of the Nomination Compensation and Corporate Governance Committee are as following;

3.1 Nomination

- 3.1.1 Setting processes in nominating the Directors that is suitable for the characteristic and nature of the organization by defining the qualifications, knowledge and expertise which each director should possess.
- 3.1.2 Searching and proposing appropriate directors name to the Board of Director for consideration when the terms of the position has expired and/or became vacant by considering both the ex-directors to continue the position or getting the proposed name from the shareholders, outsource recruiting agencies, or considering from Professional Director Directory, or getting the proposed suitable names from Directors et cetera.
- 3.1.3 Considering the candidates as per proposal and select the one whose qualifications conformed to the defined qualifications.
- 3.1.4 Carefully verifying to ensure the candidates qualifications are complied with the laws and relevant parties' regulations.
- 3.1.5 Approaching the candidates whose qualifications are conformed to the defined qualification to ensure the candidates willingness to accept the director position if have been appointed by the shareholders.
- 3.1.6 Proposing the candidates' names to the Board of Directors for consideration and put into the shareholders' meeting invitation letter.
- 3.1.7 Considering the appointing of executive management level role; from **Deputy Managing Director** and above, to be submitted to the Board of Directors for approval.
- 3.1.8 Governing to have the Succession Plan of Directors, president and the positions which may materially affect the company's existence in place.

3.2 Compensation

- 3.2.1 To reviews and proposes compensation form and criteria to suit the responsibilities of Directors and company employees by reviewing the current criteria in consideration with other companies in the same industrial business compensation scheme, then determine the appropriate criteria which is effective, fair and rewardable to the persons who support the company achievement.

- 3.2.2 To review every compensation form, for instance, retainer fee, incentive and attendance fee by considering the aptitude of amount and ratio of each compensation form. However, the practice normally applied in the same industry, company performance and scale of the business, responsibilities, knowledge, capability and experience of needed Directors and Managers, must also be taken for consideration.
- 3.2.3 To consider and ensure the compensation is complied with the regulations and relevant recommendation.
- 3.2.4 To review the criteria for appraising the performance of the Directors and president as per assigned by the Board of Directors, as well as acknowledge the performance appraising of employees who are in the position of president and above.
- 3.2.5 To determine that annual compensation of the Directors and president according to the defined criteria and propose the compensation of president to the Board of Directors for approval. The compensation of the Directors will be proposed to the shareholders' meeting for approval by the Board of Directors.
- 3.2.6 To consider the aptitude and approve the new Securities offering (or securities warrants) for Directors and employees by reviewing the conditions that may help to motivate the Directors and employees to perform their duties to the utmost to create more value to the shareholders in longer term and also can maintain the quality people. However the conditions must not be too high and fair for shareholders as well.
- 3.2.7 The Nomination Compensation and Corporate Governance Committee is authorized to hire professional advisors or specialists to give comment/opinion in the subject related to its duties as necessary.
- 3.2.8 To perform any other assignment by the Board of Directors

3.3 Good Corporate Governance

- 3.3.1 To study, prepare and draft the corporate governance policy under current legal framework, criteria, regulations and rules stipulated by organizations that oversee the corporate governance such as the Stock Exchange of Thailand, the Securities and Exchange Commission and relevant organizations as well as international standards of corporate governance.
- 3.3.2 To propose to the Board of Directors the draft of corporate governance policy to be approved and used as best practices of the Directors and executives in the form of written corporate governance policy statement.

- 3.3.3 To control to have the plan, strategy and reviewing of the risk management and internal control to be aligned with the regulations and situation properly.
- 3.3.4 To oversee and give advice to Directors and executives on how to perform their duties and fulfill their responsibilities in accordance with frameworks and criteria of corporate governance policy to properly and constantly improve the performance of Directors as well as executives as envisaged by the shareholders and stakeholders.
- 3.3.5 To review, revise and improve corporate governance policy continually at least once a year to keep the corporate governance policy up-to-date and well-adjusted to the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that involve the corporate governance.
- 3.3.6 To follow up and assess the performance of the Directors and executives in compliance with best practices as specified in the corporate governance policy at the end of each year.
- 3.3.7 To propose guideline for best practices in relation to morality and code of conduct for business operation of the Directors, executives and employees of the company.
- 3.3.8 To appoint working groups to support the corporate governance mission as deemed necessary and appropriate.
- 3.3.9 To study, determine the policy and guideline for corporate social responsibility (CSR) operation.
- 3.3.10 The Directors may consider to engage the consultants for recommendation of those relevant responsibilities when necessary.
- 3.3.11 To perform any other assignment by the Board of Directors.

4 Term of Office

The Nomination Compensation and Corporate Governance Committee term of office is 3 years

5 Nomination Compensation and Corporate Governance Committee Meeting

The Nomination and Corporate Governance Committee shall determine the number of meetings as appropriate.

6 Nomination Compensation and Corporate Governance Committee Reporting

The Nomination Compensation and Corporate Governance Committee shall report the performance of their duties towards the Board of Directors regularly, may report only important matters and the resolutions of the meetings. The Committee shall report the results of every Committee Meeting and the performance of their duties in the past year in the company Annual Report and in the shareholders' meeting accordingly.

5.5 Charter of risk management committee

Symphony Communication PCL (hereafter refer to as the Company) realizes the important of a good corporate governance and Enterprise Risk Management system. Hence, the Company's Board of Directors (BOD) appoints the Risk Management Committee (RMC) compose of the Company's Directors and the Executive Managements to operate risk management system and perform the functions outline in this charter in order to provide an oversight across the Enterprise wide risks.

1. Objectives

- 1.1 To establish and implement an enterprise-wide risk management framework that is suitable and practical for efficient business management with international standard.
- 1.2 To support and facilitate RMC to perform the Enterprise Risk Management to be efficient in accordance with the BOD assignment.
- 1.3 To build the confidence and credibility with investors and stakeholders in the Company's business, as risk management is an integral part of good corporate governance.

2. Qualification and Composition of RMC

- 2.1 The BOD appoints the RMC, RMC shall comprise of two (2) Directors and three (3) Executives Vice President level up.
- 2.2 The RMC shall have the business knowledge, understand in general management and risk management framework.
- 2.3 The RMC shall be able to devote the sufficient time to perform duties on risk management as RMC.
- 2.4 The RMC shall appoint a Director in the Risk Management Committee to be the Chairman of the Committee.
- 2.5 RMC may appoint a Secretary of RMC for arrangement of the meeting agenda, materials, and minutes.

3. Duties and Responsibilities

- 3.1 To consider the Company Risk Management policy and Risk Management Framework prior to propose the BOD for approval.
- 3.2 To support and continuously improve the Enterprise Risk Management including Risk Management tools and promote the Enterprise Risk Management culture.

- 3.3 To recommend the appropriate practice on Risk Management which related to business operation in accordance with the Company's strategies, business operation, and situation change including considering the significant risks that might affect to Enterprise wide as the corporate risk profile prior to propose to BOD for approval on annually basis.
- 3.4 To govern, monitor, and review the significant risk management, including the advice regarding to risk management in order to ensure that the Company has an effective Risk Management system and risks are in the Company's acceptable level as per the Company's Risk Management.
- 3.5 Responsible for any assignment that related to Risk Management from BOD.

4. Term of Office and Retirement

- 4.1 The Risk Management Committee term of office is 3 years since the appointing date.
- 4.2 The Risk Management member whose term is expired can be appointed to the office by the Board of Directors.
- 4.3 In the case that any RMC Member leaves the Office, or unable to perform the duties as RMC Member, the BOD shall appoint the replacement thereof within three (3) months, and hold the position for the remaining term of retired RMC Member.
- 4.4 Retirement of RMC will be effective immediately, if RMC is in the following condition;
 - 1) Leaving from their position; Director or Executive Vice President.
 - 2) BOD has resolved to vacate the position.
 - 3) Lack of RMC qualifications.
 - 4) Resignation
 - 5) Decease

5. Meeting

- 5.1 The Risk Management Committee shall hold at least one (1) meeting per quarter.
- 5.2 The Special meetings may be convened by the Chairman as required.
- 5.3 The Quorum of RMC Meeting requires a simple majority of the RMC Members; not less than a half of the total number of the committee attended the meeting.
- 5.4 The Chairman of the RMC shall be a chair of the meeting. If the Chairman of the RMC is not available, the attending RMC Members may elect one of them to be a chair of the meeting.

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- 5.5 The resolution of the RMC meeting will be based on the majority vote from the attending RMC.
 - 5.6 RMC who is an interested person in any matter shall not be allowed to vote for such matter. This resolution of this agenda will be based on the majority vote from the remaining of attending RMC.
 - 5.7 RMC has the right to invite the risk owner/ the management or any person that RMC see the appropriate to attend the meeting for clarify the status of risk management.
 - 5.8 Agenda of the Meeting shall be proposed by the secretary of Risk Management Committee and approved by the Chairman of the Risk Management Committee.

6. Reporting and Disclosure

- 6.1 The RMC shall report the result of risk management to BOD at least once a quarter.
- 6.2 The RMC shall immediately report to BOD, if there is any significant risk factors or event/incident impact to Enterprise wide.
- 6.3 The RMC shall promote transparency and awareness of the Company's risk management by disclosure its report in the Annual Report and Company's website.

7. Performance Evaluation

RMC shall evaluate the performance on a yearly basis by doing self-assessment and reporting the result of evaluation including impediment which caused to the performance is not achieved the company's objectives to the Board of Director.

5.6 Charter of the chairman of the board of directors

Symphony Communication Public Company Limited Board of the Directors considered the appointing of the Chairman of the Board and determine the roles and responsibilities as following;

1. Be responsible for being the leader of the Board of Director in supervising, monitoring and overseeing the Board of Directors and other sub-committees to perform their duties in order to achieve the company objectives as planned.
2. Be the Chairman in the Board of Directors' meeting and the shareholders' meeting, to determine the meetings' regulations and agendas as well as facilitate the meeting.
3. To facilitate the Board of Directors' meeting effectively.
4. Put control on the Board of Directors operation to the utmost, and be a part of the team to create, develop and determine the company strategy and objective.
5. Oversee the Board of Directors' decision making process to be accurate and reasonable with adequate and complete information supported in consideration.
6. Promote and raise the ethics, honesty and corporate governance throughout the company to the highest standard.
7. Ensure that the Board of Directors' meeting agendas are in relevant to the major pointes concerned the company direction setting and all the Board members should be acknowledged.
8. Ensure that the Board of Directors shall receive the information regarding the business performance, problems, troubles, competitors and opportunities for the company direction setting and decision making completely and timely.
9. Ensure that all operations approved by the Board of Directors are accordance to the company Authority Manual.
10. Consult with the President, the Company's Secretary and Board of Directors on the policies and other rules and regulations, as appropriate.
11. Hold the informal meetings with the Executive Committee and Non-Executive Directors as appropriate, and ensure the adequate timing shall be provided for complicated issues, discussed issues and sensitive issues consideration.
12. Make the effective communication with the President and Executives, ensure that the Board of Directors have the right understanding on the shareholders and investors' points of view regarding investment.

13. Give advice and prepare the orientation for new Directors appropriately, and provide support to the Company's Secretary.
 14. Give advice and improve the Independent Directors and all other Directors with the Company's Secretary's assistance.
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5.7 Charter of the president

Symphony Communication Public Company Limited Board of the Directors considered the appointing of the president to be responsible for business management, and determine the roles and responsibilities as following;

1. Control the business operation, set up the operation strategies and perform the day to day operation.
2. Make the decisions on company major issues, determine the assignments, objectives, directions and policies as well as put control on any executive working steam.
3. Be authorized in commanding, communicating, directing as well as signing on legal transactions and contract, order notifications and other informing letters as per defined in the Authority Manual.
4. Be authorized in hiring, appointing, transferring a person as deems appropriate, as well as suitably determining the scope of responsibilities, authorities and compensation including salary, bonus and other employee welfare. Be authorized in employee discharge of each level as appropriate in accordance to the Authority Manual.
5. Be authorized in determining the trading conditions for the company benefits.
6. Consider to make the agreements in relevant to the regular company business operation, new business investment and closing down the business, to submit for the Executive Committee and/or the Board of Directors.
7. Approve and appoint professional advisors or specialists in other fields as necessary.
8. To perform any other assignment by the Executive Committee and/or the Board of Directors.
9. Be the company attorney to absolutely manage the company business in accordance to the objectives, rules and regulations, principles, orders and the resolution from the shareholders' meeting and/ or Executive Committee or other Committee meetings.
10. Be authorized to appointing and managing any working groups for the company benefits, effectiveness and transparency in good management. Be authorized to appoint a sub-attorney and/or delegate others in order to perform duties on his/her behalf. Such sub-attorney and/or delegation is under the scope of power of attorney and/or in accordance to the approval and order principles of the Board of Directors of which approval grant.
11. Be authorized to issuing the orders, principles, announcements, memorandums in relevant to the business operation and company benefits, for maintaining the order and discipline within the organization.

However the president is forbidden to approval the transaction that he/she or other related person may have conflict of interest, may have a conflict of interest in any other way with the Company or its subsidiaries.

5.8 Charter of the company's secretary

Symphony Communication Public Company Limited Board of the Directors has attached the important of the role, duties, and responsibilities of the Company's Secretary, and therefore has considered appointment of the Company's Secretary in order to perform duties supporting various activities of the Board of Directors and to enable the Board of Directors and the company itself to perform in accordance with law and corresponding with good governance principle as established by Securities Exchange of Thailand Therefor the Board of Director determined the Charter of the Company's Secretary as following;

1. Duties and Responsibilities of the company's secretary

The Company's Secretary must perform its duties with responsibility, due care, and honesty in accordance with Sector 3/1 of Securities and Securities Exchange Act (Fourth Printing) BE 2551 having established the role, duties, and responsibilities as follows;

1.1. Prepare and retain documents as follows:

- a) Director registry
- b) Invitation document for the Board of Directors, minutes of the meeting of the Board of Directors, and Annual Reports of the company
- c) Invitation document for shareholders' meeting, and minute of the meeting of the shareholders.

1.2. Retain documents reporting vested interests reported by directors or executives

1.3. Arrange to submit copies of report of vested interests of Directors and Executives or related persons in accordance with Article 89/14 to the Chairman, and Audit Committee Chairman within 7 days from the date of receipt by the company of such report. The company must arrange for system of safe keeping documents or evidences related to information disclosure to shareholders or public, and arrange for the complete safe keeping and being auditable within a period no less than 5 years from the date the documents or information are prepared.

1.4. Undertake other tasks as prescribed by the Capital Market Supervisory Board

2. Company's Secretary Operating Principle

The Company's Secretary must perform its duties with responsibilities, caution and honesty including compliance with laws, objective, company regulations, the Board's resolutions, as well as shareholders' resolution.

- 2.1. Decision must be formed on the basis of honestly believing of having sufficient information
- 2.2. Decision has been made without having personal interest directly or indirectly related to the matter requiring decision making.
- 2.3. Performing with honesty for the best interest of the company
- 2.4. Performing with proper and appropriate purpose and not performing in obstructing or impeding material interest of the company
- 2.5. Not pursuing benefit from prior knowledge of company information except for information that has been disclosed to the public or utilizing assets or business opportunities of the company in such a way that it is in breach with guideline, or general practices established by the Capital Market Supervisory Board
- 2.6. Not entering into agreement or any contracts which may create situation of conflict of interest with the company or employees or company customers including in breach of performance of the position's duties

3. In the event the Company's Secretary is terminated or unable to perform the duties

The guideline in handle the event the Company's Secretary is terminated or unable to perform the duties is as following;

- 3.1. The Board of Directors shall appoint new Company's Secretary within 90 days from the date the original Company's Secretary is terminated or unable to perform its duties.
- 3.2. The Board of Directors is authorized to delegate any Director to perform on behalf of the Company's Secretary during the period when the original Company's Secretary is terminated or unable to perform its duties.
- 3.3. The Chairman of the Board shall notify the name of the Company's Secretary to the Securities and Exchange Commission (SEC) within 14 days from the date of the appointment for such position.
- 3.4. Notify the Securities and Exchange Commission (SEC) for the location of documents under 1.1 and 1.2

6. Qualities of the Board of Directors

6.1 Evaluation of the Board of Directors

The Board of Directors and Sub-Committee shall organize to have annual self – evaluation both collectively and individually as appropriate. It has been done to improve and support the Board of Directors operation work in compliance to the good corporate governance, and to allow them to consider and review their performances and identify issues and obstacles that may affect to the business operation efficiency and effectiveness over the year. The Board of Directors must use the evaluation result in considering to improve, correct and as the guideline to improve the Board of Directors operation process and methods in the future.

The Board of Directors shall determine the rules and methods of performance evaluation as well as consider to improve such rules and methods to be appropriated with the surrounding and context in business operation in each period of time. However the Compensation Committee shall summarize the result to be used for the Directors compensation consideration and submit to the Board of Directors and the shareholders' meeting for approval.

6.2 Development of knowledge and skill of the board of directors

The company has the policy to promote and support all company Directors and sub-committees' Directors to have the opportunity to improve their knowledge and useful skills, so they can perform the work effectively with wide vision and always up to date, through the various development processes, for instance, attending the seminars, training, domestic and aboard business visit, use modern tools and technology et cet.

6.3 Development of quality of the meetings and Presentation of opinions/documents/information to the board of directors

The Board of Directors and Sub-Committees shall take part in improving the meeting quality, giving the Executive' s opinions/ comments and document/ information preparing for presenting to the Board, by determine the appropriate guidelines, formats and means in giving the Executive's opinions/comments and document/information preparing, therefore the comments and quality of the document/information shall be better which is significantly affected the Board of Directors' operation efficiency.

Section 3

Business Code of conduct

Symphony Communication Public Company Limited has the intention to promote develop and put control for having a good business operating code of conduct. Therefore the company has gathered and complied the business operating conduct and principle including the regulations which are the standard rules of conduct to be used as the guideline for controlling and governance all company employee; board of directors, company managements and all level employee in every function. The company hold the business code of conduct as the subject all company staff has to strictly abide and follow in the same direction across the organization, always adhere to honesty, good merit and moral, trustworthiness and justice in operation.

In accordance with the Royal Address by of His Majesty King Bhumibol Adulyadej on the Occasion of Ramkamhaeng University Graduation Ceremony on 8th July 1977 as following;

“...to accomplish the work as wish which meant to be benefit and fair, we cannot rely on only knowledge but also need to comprise honesty, trustworthiness and justice...”

1. Code of Conduct Compliance with the Law and Human Rights

As the company manages the telecommunication business with the license given by government and is under the government organization supervision, furthermore the company business is also considered a people public service. Therefore the company must respect and abide by the relevant laws, procedures and regulations, orders, announcements and the board of directors' resolutions in all areas where the company conducts business operations. The company must also respect the principle of human rights.

Good Practice

- 1) All company personnel must understand, respect and comply with all concerned own duty laws, rules, regulations, orders, announcements and the board of directors' resolutions. If they cannot be certain on how to perform the work, they should consult supervisors by rank before performing. All company personnel must not deliberately perform, engage or connivance in any actions breach or conceal the concerned laws, rules, regulations, orders, announcements and the board of directors' resolutions.
- 2) The company should compile all laws, rules, regulations, orders, announcements and the board of directors' resolutions concerned business operations and company personnel duty performing by grouping and be updated for properly study, inspect and investigate by the company personnel. In addition, the company should organize the training for all employees to know and fully understand on all concerned laws, rules, regulations, orders, announcements and the board of directors' resolutions.
- 3) The company must respect the principle of human rights, human dignity, personal right and privacy including each individual right to do the inter communication for company work. The company is forbidden from performing, supporting or promoting any action that would be a violation or threat against human rights.

2. Code of Conduct Conflict of Interests

The company considers as a crucial policy in forbidding all company personnel to take any advantage for being the company executives, management and employees to seeking personal benefits by using own position and authority. All company personnel must perform the duty by aiming for the company benefits and also always consider to avoid to perform the duty and allow others to work as a substitution if the action would cause conflicts of interest.

Good Practice

- 1) Avoid or do not perform any transaction that relates to self, which may cause conflict of interests with the company and report to supervisors by rank or the company committee in case by case to assign others to work as a substitution.
- 2) In case of necessity to carry out such transaction for the interest of the company or associated companies, the transaction must be executed as if the transaction involves external parties as per regular trading process. Moreover, the company personnel who have a stake in that transaction shall not participate in considering or approving such transaction.
- 3) In case of interrelated transactions, the criteria, method and disclosure of data prescribed by the Stock Exchange of Thailand with respect to interrelated transactions of listed companies shall be strictly observed by;
 - a. The transaction that is a commercial agreement in the same way that a reasonable person would be conducted with the parties in the same situation, the bargaining power of trade without influence in their status as Directors. Executive Director, Executives of the company or any relative (consider by case). The principle and financial amount of such transaction have to be granted approval by the Board of Directors of the Company or adhere to the principle of the committee which already approved.
 - b. The report summarized the transaction according to the approved principle (a) has to be informed to the Board of Directors meeting on quarterly basis or adhere to the conditions identified by the committee.
- 4) In case of interrelated transaction is not prescribed a commercial transaction as per no. 3 (a) and is considered to be granted approval from the shareholders meeting according to the announcement of the Stock Exchange of Thailand, the company needs to seek for the approval from the shareholders meeting prior to perform the transaction next time.

- 5) The meeting for considering the subject or has the agenda related to the participant who has a stake in the subject/agenda, the personnel has to suspend for attending the Meeting temporarily. Therefore other meeting participants can independently consider and give comments without getting influencing or pressure from the participant who has a stake in the subject/agenda.

3. Code of Conduct Safeguard of Confidential Information

The company trading or business operations information either are owned by the company itself or belonged to other persons who has the agreement or attended the meeting or worked in cooperation with the company, all information in verbally, literally or data in computer or other storage forms. The company considers such information is confidential. All company personnel must keep it confidential and do not disclose to the outsider, otherwise it will impair the company reputation, unless the disclosure has been done according to the agreed condition, agreement or contract supported by law abiding or judicial order. However the company must determine the appropriate and efficient protocols and methods for confidential data retention.

Good Practice

- 1) All company personnel must not illegally disclose the information obtained from work for one's own benefits or others'.
- 2) The company personnel who retired, resigned or discharged are required to maintain the company information confidential.
- 3) The company will conceal the customer information that is normally reserved and caution in using such information. The company personnel must not disclose the customer confidential information to irrelevant parties except for cases which are enforced by the law to be disclosed for purposes of legal procedures or cases where the Company's Board of Directors approved of.
- 4) The company internal information such as business performance, important projects, strategy plans, etc. which are not publicly disclosure and the inapplicable disclosure will cause bad effect to the company especially impact to the company share price in the Stock Market. The company personnel is required to maintain such information confidential and absolutely forbidden to illegally disclose to public or without getting the company permission.
- 5) To perform any transactions or business contacts with third parties either customers, suppliers, traders or company contractors who need to be provided or exchanged the information, the company should require them to complete the Confidentiality Agreements before revealing any information every time. Moreover the company must reiterate the relevant company personnel to be acknowledged and follow the Confidentiality Agreements strictly.

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- 6) The company should determine to define the content or symbol on the document or in the company information identified that is the company confidential information. Thus both company personnel and third parties can be acknowledged and be caution in using and maintaining such confidential information. However the company could define the damage caused by illegally disclose the confidential information including the legal action procedure on claiming for damages or the penalty on violate the caveat.

 - 7) The company should keep the information by means, formats and locations of which is applicable to such information and can be retrieved for investigating whenever needed. The information must not be decomposed or damaged. In case of some information such as finance and accounting or tax information, documents for the meetings, company registration certificate of which the laws or relevant regulations prescribed the location and period of information maintaining, the company must comply with the procedures and the company must destroy such document or information at maturity.
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4. Code of Conduct Treatment of Customers

The company must continuously and regularly take good care and deliver the customers satisfaction based on the principle that the company will deliver the good service with agreed standard quality at reasonable price timely. In case of the service failure causes trouble to customers even not by the company mistake, the company still commit to deliver it very best in cooperation with the customers to solve the issue till customers can get the services back as usual as soon as possible.

Good Practice

- 1) The company committed to execute on all customers contracts/agreements honestly, with good merit and will deliver good, rapid and on time services with standard quality followed in the contracts with reasonable price, good operation, and optimum knowledge and ability with caution.
- 2) The company committed to continuously maintain, improve and develop our services quality in response to customers need by using modern technology and tools
- 3) The company committed to serve all customers fairly without discrimination and will provide the information regarding our services accurately, completely without propaganda or customer fraud misleading to the company services quality.
- 4) The company will not disclose any customers information obtained from services or business operation of which the reasonable person should not reveal except for cases which are enforced by the law to be disclosed for purposes of solving or preventing any damages would occur to the company.
- 5) The company will provide the communication channels for customers to services information enquiry or services complaint. Such channels must be convenient for customers to make the contact and established an applicable data retention system.

5. Code of Conduct Treatment of Trading Partners

The company attached great importance to trading partners on their supports so the company can commit the business operation smoothly and be able to achieve the set target. The company and trading partners established a mutual benefit relationship. Therefore the treatment of trading partners must base on the equality and respect and rely on trading law and conventional practice honestly.

Good Practice

- 1) The company committed to comply with all trading agreements honestly, the payment will be done completely as per the conditions and agreed timeline. In case of the agreements cannot be able to comply with the agreement, the notification will be sent out to trading partners and set up the meeting for negotiation and seeking for the solving methods together in preventing any incurred damages.
- 2) The purchasing and procurement must comply with the designated company purchasing and procurement policy conforming to good corporate governance principle. The company must follow the rules and procedures in company protocols which is enforced at the performing time.
- 3) While performing each purchasing or procurement, the company committed to treat all trading partners equally, non-discrimination, unbiased and relied on fair competition basis. All company personnel is also prohibited to dishonestly demand benefits or give advantages to one or more trading partners. Moreover the company personnel who is responsible for purchasing or procurement must remain neutral and keep a proper distance in relationship with any trading partners which could affect the decision making.
- 4) The company should not perform any purchasing or procurement with too short operating time. Appropriate preparation time should be given to trading partners so they can deliver sufficient and quality goods and services. The negotiation must be done transparently and reasonably, the company should not use the buying power to take too much advantage or compel trading partners to do as demand.

6. Code of Conduct Treatment of Competitors

In general free trading operation world, there are the competitions among traders commonly. If the competitions are free and fair while all traders respect and abide to the laws, moreover admit the trading rules and customs. There would not be problem of unfair or improper trading competitions and trading mechanisms should run effectively.

Good Practice

- 1) The company committed to operate the services business adhered with fair and free competition principle. The company will not mislead the people or customers about the trading competitors by using the propaganda, accusing the competitors with false information.
- 2) The company committed to support or cooperate with the trading competitors to do the community service activities in order to preserve the nation religion and monarchy. The company is forbidden to commit any cooperation with trading partners regarding the market monopoly for service price controlling or quality depreciation without price reduction, trade with exorbitant prices which could cause damage to the customer and people.
- 3) The company shall seek for competitors information from the legally sources. Moreover the company personnel is forbidden to receive, disclose or use the competitors information acquired illegally or renege the Confidentiality Agreements.

7. Code of Conduct Treatment of Creditors

The Company realizes the importance of the creditors as the financial supports who take part in supporting the company expansion and investing on our business sustainable growth.

Good Practice

- 1) The company committed to accurately and absolutely comply with the contracts condition and financial promises with the creditors.
 - 2) The company committed to manage the business operation and risk management in order to build the creditors trust on the company financial status that is good, stable and able to pay the debt accurately and commonly throughout the contracts period.
 - 3) The company committed to disclose accurately and completely accounting and financial information in relevant to the company performance to the creditors on agreed timing or as per the creditors request.
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8. Code of Conduct Management of Safety, Hygiene and Work Environment

The Company is always aware and realized that the business must be operated by paying attention and being responsible to all company personnel to be always safe in working, healthy and in the appropriate environment.

Good Practice

- 1) The company attached great importance to health and safety management including the working environment by setting up the working standard and regulations, appointing various level of safety officers, forming the safety, hygiene and work environment committees. The company has established a special working unit to be responsible for safety, hygiene and work environment of which the minimum standard level must be aligned with the law regulations. Moreover the company committed to absolutely follow, create understanding and abide by law and regulations of relevant safety, hygiene and work environment in which the company contractors must be included.
- 2) The Company undertook the public relations and communications regarding the standard and regulations of safety, hygiene and work environment including the operating guidelines and cautions, promoted to all company personnel throughout the company.
- 3) The company committed to establish the health and accident protection system, provide both public and personal protective equipment including having regular improving and maintenance all tools and office space to be in good and proper for working in order to reduce the risk or opportunity of injuries or accidents at work. Furthermore, the company committed to gather the information and keep the record of any injuries or accidents for route cause analysis and preventing going forward.

9. Code of Conduct Responsibility for Community, Social and Environment

The company manages the people public service business and is a part of social. Therefore the company must attach great attention to operate environmentally responsible manner and worthy use of resources and energy, be responsible to surrounding community and also give help, solve and develop the society.

Good Practice

- 1) The company committed to support and promote the environment, community and social development, preserve the religion, reinforce morality, originate and conserve the good environment including providing support on the education to the youth and illiterates in remote area. The company support various public services activities to people in disadvantaged community in order to improve their living life, be strong and be self-reliance lasting. The company applied His Majesty King Bhumibol Adulyadej's Sufficiency Economy Philosophy to be the guideline for business operation.
- 2) The company promote to instill company personnel conscience on being responsible for community, society and environment by supporting in organizing the public services activities, energy and environment conservation activities, promoted or supported the royally initiated projects. Moreover the company committed to raise the awareness of the company personnel to worthy and saved use the energy.
- 3) The company committed to operate the business in considering to the environment conservation and safety procedure, including abided by laws and regulations relevant to environment. The company committed to support purchasing products or services which are environmentally responsible and energy saving manner.

10. Code of Conduct Company Personnel

The company set the vision specified that company personnel is the most important factor in driving the organization growth. Therefore the good practice on employee relations is extremely important.

Good Practice

- 1) The company committed to attach importance to take proper care to all company personnel in every position and all functions with non-discrimination, not distinguish habitat, nationality, gender, color, religion, incapacity, status, ancestor, education or other positions irrelevant directly to the duties. The company promote the unity non-discrimination, treat each other politely with manner and with respect to their dignity according to the Human Right.
- 2) The company committed to treat all company personnel fairly, without bias in supporting for capability improving lead to working efficiency and career advancement. Moreover the company promoted the code of conduct understanding, provided appropriate welfare and benefit, and treated all company personnel honestly and sincerely, opened to receive reasonable comments and suggestion including provided applicable assistances to company personnel when needed.
- 3) All company personnel must observe in discharging duties as following;
 - a. To honestly observe in discharging duties, endeavor and be hard working, have working discipline and continuously improve the working efficiency for own and company benefits.
 - b. To absolutely comply with all working regulations, respect and obey the supervisors who gave reasonable commands follow the company policy and regulations. To be unity in support each other, do not create conflict led to the damage of others or company benefits. To respect and honor each other rights, avoid disclose information or criticize other people subjects that would damage own or company benefits.
 - c. To avoid accepting any gifts that could lead to the discomfiture to perform future duties. In the case of avoidance cannot be done, the supervisors must be informed immediately.
 - d. To do not seek to benefit themselves and related persons from their respective position or run the business in competing with the company.

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- e. To keep the confidentiality of company information obtained from working and do not disclose to third parties or irrelevant parties. To do not seek to direct or indirect benefits themselves and related persons from their respective and from the company confidential information.
 - f. To treat customers and trading partners accurately, honestly, and equally. To absolutely keep the customers and trading partners information.
 - g. To acknowledge the supervisors promptly on the cases affected to business operation or company reputation.
 - h. To take good care on company property and benefits. To optimum the usage, save, do not waste, damage or disintegrate prior to a reasonable time.
 - i. In the matter of any company personnel committed the acts that would conflict with the company benefits aligned with the company organization and regulation, the supervisors in each working stream will take the preliminary investigation and summarize the cases to the supervisors in rank and relevant parties for considering on appropriate penalty. However in the case of the conflict of interests would violently and caused high damages beyond the original affiliation authority, the case must be submitted to the company committees for further consideration and imposing penalty.
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11. Code of Conduct Anti-corruption

Corruption in both private and government sectors is the major factor to corrode the national economic and social system. It has also huge impact to the country development for being equally with other developed countries. All Thai people and organizations must put effort in anti-corruption and get rid of it from Thai society.

Good Practice

- 1) Forbidden the company personnel to offer money, gifts or benefits to third parties such as government officers, civil officials, trading partners, vendors, and contractors etc. as a motive for them to do or refrain from doing any unauthorized acts or illegally to exchange with unlawful special privilege. Anyone deliberately violate must get the civil penalties.
- 2) Forbidden the company personnel to demand or accept money, gifts or benefits to themselves or others related which are offered as a motive for them to do or refrain from doing any unauthorized acts or illegally or falsely. Anyone deliberately violate must get the civil penalties.
- 3) All business co-operations with other parties either governments, stat enterprises, public companies or private sectors both domestic and internationally, must be complied with the relevant laws, rules and regulations, must be transparently, accountability and reasonable.
- 4) The company committed to lead the campaign to raise the good sense and company culture in operating the business with honest and law-abiding complied with the code of conduct and business or professional ethics. Apart from the implementation of the policies for all company personnel to follow, the company committed to promote any person who served as a desirable model.

12. Code of Conduct Offering, Accepting of Gifts or other Benefits and Entertainments

The company determined the applicable criteria and principle for offering, accepting of gifts or other benefits and entertainments to be the guideline for the company personnel to comply with accurately and transparently. Therefore the criteria and principle are aligned with the company policy and code of conduct anti-corruption.

Good Practice

- 1) The company personnel can offer, accept gifts or other benefits including entertainments and hospitalities from third parties occasionally based on Thai social etiquette, customs and traditions. Such gifts or other benefits including entertainments and hospitalities must not influence recipients' business decision makings and must be transparently, not conflict with the moral or illegal.

- 2) Forbidden the company personnel to offer, accept gifts or other benefits from customers, trading partners, contractors, vendors or other business relevant parties in cash or other form, unless the transactions are relevant to proper conventional events or activities such as funerals, cremations, wedding, ordination, birthday etc. which can be done occasionally.

Section 4

Important Policy

1. Personnel

Symphony Communication Public Company Limited attached the important of company personnel in every position and all levels. The company considered our personnel as the most valuable resource. Therefore, the company has set the policy to looking after various subjects relevant to company personnel such as the management of safety, hygiene and work environment, life and mortal quality development, capability development and up-skill training along with the moral development for being good moral personnel so they can work effectively while also maintain the code of ethics. The Company has set an applicable, fair and legally remuneration, welfare and benefits for company personnel. The company provided the opportunities for career growth and development by setting up the performance evaluation system aligned with the company target and business. The transparent, effective and unbiased promotion systems are in place. There are talent management program including succession plan for company committees, president, managements and employees of which the positions are highly impact to the company survival. Furthermore, top management positions - **deputy managing director** and above recruiting and appointing must get the agreement from the company committees. The company also prescribed the regulations, rules and orders in relevant to working accurately and aligned with the Labor Laws and others related regulations such as Social Security Law, Safety, Hygiene and Work Environment Law in order to guarantee that the company will treat our company personnel accurately and fairly.

2. Internal Control

Symphony Communication Public Company Limited sets the policy to have the effective and productive internal control system in place. The company committees and managements are directly responsible for establishing and maintaining the internal control system including regularly reviewing the internal control system efficiency in order to protect the shareholders' money and the company properties. The internal control is including the financial control, the operation control in accordance with relevant laws and regulations, and the risk management. The internal control system is established to reasonably ensure the achievement of set targets and objectives in the financial reports and information that are accurately and reliable as following;

- a) Comply with relevant regulations, policies, company operating procedures and laws.
 - b) Ensure the existence of the company properties with good control in retention and maintenance.
 - c) The company operation is run effectively and the resources are used economically.
 - d) Effectively operate and achieve the company objective and strategy.
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3. Internal Audit

The company has established the Internal Audit unit on 1st February 2010 to regulate various functions operation and report directly to the audit committee. It is responsible for providing consultation service, investigating and evaluating the internal audit and risk management systems; ensuring the sufficiency and efficiency of the internal audit and risk management including the corporate governance procedure as per the determined objective.

4. Risk management

The company determined the risk management policy across the organization systematically. The risk management committee is established to be responsible for preparing the policy, design the processes and evaluate the risks both originated from outside factors or internal operation management, including determine the guideline for risk management to reach the acceptable level. In addition to that, the committee has to communicate and provide the training workshop for employees to raise the awareness and importance of the risk management. The company risk management process is as following;

a) Determination on risk management rules and policy

Determine the policy, objective, scope, responsibility, rule and guideline of risk management conformed to the company strategy, target, business plan and direction of which have been review annually and will be prepared along with other business plan for their consistency.

b) Risk identification

Identify the risks which could affect the company target and objective achievements by considering either internal factor risks or external factor risks, for instance surrounding, regulation, finance, information technology system, information system for decision making, investors' satisfaction, investment management, human resources, reputation and image, security system etc. The risk management will be prioritized before considering the control system; high or extremely high risk will be analyzed and get the priority for preceding.

c) Risk Analysis

Analyze to evaluate the remaining risk level after assessing the existing control process and prioritize the risk importance. In case, the remaining risk is in high or extremely high level, the responsible top management must define the protocol for risk management immediately. In case the remaining risk is in middle or low level, the department management procedure will be defined or could be solved in the operation process.

d) Risk management

Determine the means to design the management plan for crucial risks with the reference to the prioritization in the risk assessment process. There are many methods for risk management such as risk control and risk transfer, risk avoidance or risk acceptance.

e) Monitoring and reviewing

Monitor the outcome of risk management as prescribed plan including the risk management evaluation. The risk management committee must monitor and report to company top management and committees.

5. Disclosure of information

The company has determined that the company committee must disclose the information either financial information or others completely, sufficiently, reliably and timely to company shareholders so they received the information equally. The company information must be prepared carefully and clearly, must be compact, easy to understand and transparent. The positive and negative information must be disclosed commonly, beware of the fact be misleading. In addition, the public relation function must be established to provide useful information to the shareholders, investors and company relevant people.

6. Accounting and finance

The company attached the important of accounting and finance reports preparation. The reports must be actually accurate, reasonably and timely in respond to the managements, shareholders, government sectors and other relevant parties. Therefore the company determined that company personnel of all levels must strictly abide by various processes in relevant to the accounting and finance process, internal control, company accounting and finance regulations and common accounting principles as following;

a) The accuracy of accounting entry

All company business accounting entry must be done accurately, completely and verifiable without any limitation or exception in information entry conformed to acceptable accounting standard, complied with the relevant laws, and there are complete and appropriate supported documents.

b) Accounting and finance transaction

All company accounting and finance transaction must be accurate and clear, consisted of sufficient essence information and disclose appropriate materiality aligned with the generally acceptable standard and company accounting and finance regulation. All employee must be aware that the accuracy of company accounting and finance transaction is the co- responsibility of company committees, managements and all employees who are responsible the transactions in each process.

7. Law compliance

The company personnel in every levels committed to abide by laws and regulations in relevant to either domestics or aboard. Prior to perform any operation which could oversee by laws, they must exercise care, cautiously review and have the responsible people review the conformity with the relevant laws.

8. Information technology

The company set the policy for employees and staff who work with the information technology consisted of data and communication network, software system which is used in data operation and processing, computers and components, data filing and company information that have been used effectively, abide by the relevant laws and acts, reached the safety standard for the company business efficiency and benefit, to comply with as following;

- a) Implement the information technology usage in all working aspects and develop the company personnel to have advance knowledge and ability
- b) The employees must use the information technology for supporting the company business, not for personnel benefit or violating the god moral and social ethics.
- c) Information has been input and disclose through the information technology system is in the responsibility of the information owners who must take precaution against laws and the third parties violation.
- d) Must use standard copyright software
- e) Use information technology as per approval and abide by the determined regulations
- f) Information owner must prevent the information technology system and oneself important business information from gaining access from the third party, stealth hacking, data destruction and must ensure the company business continuity.
- g) The personnel who authorized in the information technology system as per company assignment must define the control and preventing protocol to secure and safe the information system. Moreover the personnel must pursue all other company personnel to absolutely comply with the protocol.

Section 5

Anti-Corruption Policy

The company set the ideology to operate the business based on moral under the framework good Corporate Governance by adhering principles of Corporate Governance, Code of Conduct and sense to responsible for society, environment and all stakeholders in order to conduct business with transparency, fairness and accountability. The company participated “Collective Action Coalition in Anti-corruption Policy enacted by Thai Private Sector” in order to corroborate the company standpoint and emphasize on every Anti-corruption case. To show the intent and determination to fight against all forms of corruption, the company has therefore established the "Anti-Corruption Policy" to be clear business operation guideline, thus leading to business sustainability.

This Anti-corruption policy, it is considered as an amendment to the Code of Conduct of Corporate Governance Policy approved by the Board of Directors.

Objective

This policy is designed to allow directors, executives, employees, and representative who acting on behalf of the company to comply with Anti-corruption measures. As well as review the guideline, responsibility structure, risk management, internal control and inspection in order to prevent the occurrence of corruption and encourage employees to monitor and report the occurrence of corruption through safe communication channels.

Scope

This policy applies to directors, employees, executives, representative who acting on behalf of the company and cover to the related human resource work process from the recruitment or selection, promotion, training, employee performance assessment and reward by requiring supervisors at all levels to communicate with employees for understanding in order to enhance the efficiency in the business activities under their responsibility and control the operation.

The company has a policy not to reduce the position, punish or negatively affect the employees who refuse to corruption even if that action will cause the company to lose business opportunities.

Definition of the Anti-Corruption Policy

Corruption	Offer a bribe in any action, whether offering, promising, giving, committing, demanding or accepting money or other improper assets to government officials, government sectors, private sectors or other authorized persons whether directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business, except as allowed by the laws, rules, regulations, local customs or tradition, or business customs.
Employees of the company	Directors, executives and employees at all levels of Symphony Communication Public Company Limited.
Partners	Suppliers who supply products and services to Symphony Communication Public Company Limited.
Stakeholders	Relevant parties such as shareholders, employees, customers, business partners, creditors, business competitors, government, and other organizations in society
Customers	Customers who buy or use the product and service of Symphony Communication Public Company Limited

Roles and Responsibilities

1. The board of committee must define the anti-corruption policy and procedure, as well as supervise to have the effective anti-corruption supporting process, ensure that the managements are realized and place important on anti-corruption including establishing to be the company working culture.
2. The procurement and corporate governance committees must consider and approve the anti-corruption policy and procedure before submitting to the board for approval; as well as review, follow up, evaluate the outcomes to be aligned with the anti-corruption policy and procedure regularly including develop the anti-corruption policy and procedure to be more effectively.
3. The audit committee must review the accounting and financial reporting systems, internal control system, internal audit system and risk management system to ensure that the operations are complied with the international standards, circumspect, suitable, modern and efficient.

4. The risk management committee must responsible for assessing the risks associated with corruption, and determination of the measures and guidelines to prevent risks from corruption.
5. The president and management must define the procedure, promote and support the anti-corruption policy, communicate to all employees and all relevant persons including review the suitability of various systems and measures in compliance with the business, rules, laws and regulation variation.
6. The internal auditors must audit and monitor the business operation to be accurately aligned with policies, principles, authorities, protocols, laws and regulations of the supervised functions, ensure that the corruption risk control system is appropriate and sufficient, and report to the Audit Committee.
7. All employees must perform duties in accordance with this policy and shall be responsible for reporting any suspected doing and wrongdoing related to this policy. They should first notify their supervisor or via the reporting channel specified in the Whistle Blower policy.

Provision in Implementation

1. The company committees, the managements and employees in all level must abide by the anti-corruption policy and the code of conduct by not involving in corruption, whether directly or indirectly.
2. Employees should not neglect or ignore when facing any act that is considered corruption and related with the company, must notifying superiors or and cooperate in fact-finding investigation. If there are any doubts or inquiry, they must consult with superiors or the persons authorized in monitoring the code of conduct compliance through prescribe channels.
3. The company will provide fairness and protection to employees who refuse or inform responsible parties about the corruption relevant to the company, or the person who cooperates in reporting corruption as defined in the company regulation, the complaint process and whistleblower.
4. Corrupt persons who violate the company code of conduct must will be considered a disciplinary action according to the company regulations and may be legally charged as well if the action violates the law.

5. The company attached the important of promote, provide education and understanding with other parties who perform their duties relevant to or could affect to the company to work in compliance with this anti-corruption policy.
6. The company committed to reinforce and preserve the company culture in denying the corruption engaged in transactions with government or private sectors

Policy Violation

The company will take disciplinary action against employees who violate this policy. Including direct supervisors who ignore wrongdoing or acknowledge that there has been a wrongdoing but did not take action correctly in which there is a disciplinary action to the point of termination for not being aware of this policy and / or related laws cannot be used as an excuse to not comply.

In addition, the company reserves the right to cancel the procurement and employment if it is found that the distributor / service provider and the contractor have engaged in corruption.

Related Policy

All employees should read and understand this policy. Together with other policies and manuals of the company as follows

- Corporate Governance Policies
- Regulation No. 1/2562, Whistle Blower policy
- Regulation No. 2/2562, Gift, Any other benefits and Hospitality policy

Monitoring and Review

The company reviews the implementation of the Anti-Corruption policy at least once a year as well as reviews the guidelines and operational requirements to be in line with business changes, regulations, and legal requirements.

Section 6

Corporate Governance Policy of the Subsidiaries

The company has determined the regulations to appoint the Board of Directors to be the directors in the subsidiaries and be responsible for carrying on the objectives for maximum benefits of the subsidiaries and report directly to the Board of Directors quarterly. For any important issues needed to be granted the approval from the Board of Directors, the subsidiary directors must be granted the approval from the Board of Directors before casting a vote or using the right to vote. Nonetheless, the number of directors to represent the company in the subsidiaries will be determined by the proportion of the company's shareholding.

Besides, in case of a subsidiary, the company has set the regulations that a person being appointed from the company must ensure that the subsidiary has the regulations regarding the preparation of related items, acquisition or sales of assets, or preparation of any important issues of the company in a complete and accurate manner. In addition, the subsidiaries must be ensured to use the rules regarding disclosure of information and preparation of the aforementioned items in the same way as the rules of the company as well put control on the internal control process, information gathering and bookkeeping of the subsidiary in such a way that the company can examine and gather for the preparation of the consolidated financial statements on a timely basis.
