

Corporate Governance Policy and Code of Conduct



**VGI Global Media Public Company Limited
and Subsidiaries**

**May 16, 2012
Reviewed and revised on March 20, 2018**

Table of Contents

Definition	A
Introduction	B
Chapter 1 General Information	1
Vision, Mission and Core Value	1
Internal Management Governance Structure	3
Policy on Social, Community and Environment Responsibility	5
Chapter 2 Corporate Governance	6
Section 1 Right of Shareholders	6
Shareholders' Meeting	6
Invitation Letter and Shareholders Facilitation	6
During and After the Meeting	7
Section 2 Equitable Treatment of Shareholders	7
Proposing Agenda and Nominating Candidates to be Elected as Director	7
Appointing Proxies	7
Access to Information	8
Use of Inside Information and Conflict of Interests	8
Section 3 Roles of Stakeholders	8
Treatment of Stakeholders	8
Complaint Channels	8
Section 4 Disclosure and Transparency	9
Financial and Non-financial Disclosure	9
Investor Relations	9
Policy on Disclosure of Significant Information	10
Section 5 Responsibilities of the Board of Directors	10
Composition of the Board of Directors	10
➤ Duties and Responsibilities of the Board of Directors	11
Appointment of the sub-committees	13
➤ Scope of Duties and Responsibilities of the Audit Committee	13
➤ Scope of Duties and Responsibilities of the Nomination and Remuneration Committee	14
➤ Scope of Duties and Responsibilities of the Corporate Governance Committee	15
➤ Scope of Duties and Responsibilities of the Executive Committee	15
Segregation of positions between the Chairman of the Board of Directors and the Chief Executive Officer	16
Nomination of and Orientation for a new director	17

Qualifications of the Board of Directors, independent directors and members of the Audit Committee	18
➤ Qualifications of Directors	18
➤ Qualifications of Independent Directors	18
➤ Qualifications of the Members of the Audit Committee	19
Remuneration of directors and executives	20
Meeting of the Board of Directors and the sub-committees	20
Assessment of the performances of the Board of Directors and the sub-committees	21
Policy on holding positions in other companies of the directors and the Senior Executives	21
Succession Plan	21
Preparation of Conflict of Interest Reports by the Directors and the Executives	21
Company Secretary	22
Supervision of the Use of Inside Information and Conflict of Interest	22
➤ The Use of Inside Information	22
➤ Conflict of Interest	22
➤ Policies relating to transactions which may have conflict of the Company's interest	23
- Policy on doing a new business	23
- Policy on lending money to a joint venture company	23
- Policy on preparing documents in writing	23
- Policy on entering into connected transactions with the same commercial terms as those a person of ordinary prudence would have entered into with an ordinary counterparty under the same circumstances	23
Internal Control and Risk Management	24
➤ Control environment	24
➤ Risk management	24
➤ Control activities	25
➤ Information and communication	25
➤ Monitoring activities	25
Internal Audit Division	26
Chapter 3 Code of Conduct	27
◆ Policy and Guideline on Shareholders	27
◆ Policy and Guideline on Customers	27
◆ Policy and Guideline on Employees	27
◆ Policy and Guideline on Business Partners	30
◆ Policy and Guideline on Competitors	30
◆ Policy and Guideline on Creditors	30
◆ Policy and Guideline on Consumers	30

◆	Policy and Guideline on Society, Community and Environment	31
◆	Policy and Guideline on Human Rights Violation	31
◆	Policy and Guideline on Anti-Corruption and Bribery	31
◆	Policy and Guideline on Non-Infringement of Intellectual Property and Copyright	32
◆	Policy and Guideline on Use of Information Technology and Communications	32
◆	Policy and Guideline on the Use of Inside Information	32

www.vgi.co.th

Definition

Policy	means	This Corporate Governance Policy and Code of Conduct
Director	means	A director of VGI Global Media Plc.
Board of Directors	means	The Board of Directors of VGI Global Media Plc.
VGI Group	means	VGI Global Media Plc. and its subsidiaries
Company	means	VGI Global Media Plc.
Subsidiaries	means	The companies over which the Company has control with any of the following characteristics: (a) holding shares in an amount exceeding 50 percent of the total number of shares having the rights to vote of such companies whether directly or indirectly; (b) having control of the majority voting rights in the shareholders' meeting of companies whether directly or indirectly or by any other reasons; or (c) having direct or indirect control over the appointment or removal of a least half of all directors in companies, including companies under the chain of control of the companies under (a) – (b)
Senior Executives	means	Persons who hold the position of the Chairman of the Executive Committee, Chief Executive Officer, Deputy Chief Executive Officer, and Chief Financial Officer
Executives	Means	Persons who hold the position of the Company's executive as per definition determined in notifications of the Securities and Exchange Commission of Thailand
Employees	means	Employees of the Company
SET	means	The Stock Exchange of Thailand

Introduction

VGI Global Media Plc. (“**VGI**”) places high importance on a corporate governance through excellent management system and check and balance mechanism, in order to ensure transparency and verifiability of the management, universality of the standard, as well as interconnection within the organisation among the Board of Directors, executives, employees and shareholders. With the main purpose to create the utmost benefits to shareholders, the Company is therefore well aware of all stakeholders, e.g. customers, employees, business partners, competitors, creditors, society, community and environment which reflects into the vision, mission, value and corporate social responsibility policy of VGI.

As from 2012, VGI has prepared and announced the Corporate Governance Policy and Code of Conduct (“**Policy**”) to be used as a guideline for the directors, executives, and all levels of employees, which has been acknowledged and adhered in performing their functions. To improve VGI's corporate governance standard to meet the international standard practices, as well as being suitable for business circumstance and operation, the Board of Directors determine that this Policy should be reviewed and revised.

The Policy is consist of 3 chapters (1) General Information (2) Corporate Governance and (3) Code of Conduct. The Policy shall be applied to VGI and all VGI's subsidiaries. For the subsidiary that being listed on the SET, it may additionally consider its own Corporate Governance Policy and Code of Conduct handbook that was prepared separately. Furthermore, VGI encourages the associated companies and joint controlled entities in which VGI and/or its subsidiaries has a significant shareholding and nominated its representatives to comply with the relevant laws and regulations, adhere to good corporate governance principles and have the business ethics that are equivalent to the international standard or other companies' practices. In this respect, VGI will communicate the Policy to the directors, executives, and employees for acknowledgement and adherence through the orientation and intranet, as well as making the same available to the public on the Company's website.

Chapter 1 General Information

Vision, Mission and Core Value

Vision

“To be the leader of innovative lifestyle media networks and solutions with commitments to corporate social responsibilities”

Mission

“To provide the most valuable with the highest impact lifestyle media networks towards society, community and the environment at large”

Core Value

VGI Group prescribed our core value under the slogan “**VGI HEART**” to create awareness and to be used as a practice guideline.

VGI “Very Good Indeed” means

Very - We work with the power of determination.

Good - We are smart, good and happy.

Indeed - We create excellent works.

HEART means

- **Helpful** means to sincerely provide assistance and services to our customers, colleagues and society.

Behaviors

 - To treat others with gently and friendly manner
 - To offer help, with no special treatment to a particular person or a group of persons, at all times
 - To promptly and immediately respond to customers’ demands
 - To ensure the quality of work is met standards and to report the responsible department when defect is found
 - To always participate in the Company’s activities
- **Energetic** means to be driven by inner power, enthusiastic, determined and intelligent and to keep practicing to develop ourselves to be resistant to all challenges to bring work to success.

Behaviors

 - To have inner power to drive work to success
 - To be resistant to all challenges
 - To pay attention and be determined to develop ourselves at all times
 - To seek new trends and modern mechanisms to improve efficiency and profits
 - To encourage and be an idol of colleagues to be active
- **Adaptive** means to be adaptable to all circumstances and to-date and to be resistant to up-coming changes with determination to develop and improve work to be better.

Behaviors

 - To always be assertive to express an idea that would lead to a better trend
 - To learn problems from different aspects to improve creativity to work
 - To accept and respect others’ opinions for implementation
 - Not to be attached with success in the past until stop to develop the present
 - To be adaptable to all circumstances and resistant to all kind of changes
- **Reliable** means to be reliable and to be able to entrusted with bringing work to success

Behaviors

 - To keep customers’ and the Company’s confidential information
 - To maintain a good standard of service-level to customers
 - To keep promises given to customers, business partners and employees
 - To complete work in a correctly, accurately and promptly manner
 - To be transparent and accountable

- **Team Work** means to reinforce with all difference and to collaborate with all levels in the organisation to achieve a goal.
Behaviors
 - To collaborate, support, and hold responsibility to achieve one goal
 - To be brave to request assistance from others to complete work
 - To accept and respect opinions, skills and value of team members
 - To jointly seek preventive measures to tackle potential problems
 - To devote body, mind and personal time for common interest

Motto: "Always from the Heart"

www.vgi.co.th

Internal Management Governance Structure

The Company has established a business structure, management system and corporate governance system, which support and align with the principles of good corporate governance of the SET, the Office of the Securities and Exchange Commission and the recommendations of the Thai Institute of Directors as follows:

Business Structure

: The Company, as the leader of innovative lifestyle media networks, focuses on 2 core businesses comprising of out-of-home media business and digital services business, which are related and support each other under strategy and business target set by the Board of Directors.

To enhance VGI Group's business operation to be in line with strategy and business target, the Company therefore sets investment policy in subsidiaries and associated companies as well as oversight policy on subsidiaries' and the associated companies' management. The details are as follows:

Investment policy in subsidiaries and associated companies

The Company has a policy to invest in businesses that support or align with the Company's expertise. The Company will consider returns on and other benefits from investment, particularly business that having synergies to the Company's business.

Oversight policy on subsidiaries' management

The Company will define business policies that the Company considers to be conducive to the achievement of VGI Group's corporate objectives and target through the approval of annual budget and the nomination of the Company's directors, executive directors, executives or employees as the Company's representatives to take the positions in the subsidiaries' board of directors, executives or controlling persons, in order to set the subsidiaries' business strategies as well as follow up on the subsidiaries' performance. The Company's directors, executive directors, executives or employees as the Company's representative shall be appointed by the Board of Directors or the Executive Committee (as the case may be), except in the case of small operating subsidiaries, the Board of Directors or the Executive Committee may authorise the Chief Executive Officer to appoint the Company's representatives to take the positions in the subsidiaries' board of directors.

The Company's representatives shall exercise their discretion in decision-making of any matters by taking into account the overall interest of the Company's and VGI Group. Those representatives shall report the major significant matters of the subsidiaries' business and its progress to the Executive Committee or the Board of Directors (as the case may be). The Chief Financial Officer shall report the key subsidiaries' financial status and performance pursuant to business line through financial report to the Board of Directors on a quarterly basis.

Oversight policy on associated companies' management

Once the Company has jointly invested with other company in any associated company, the Company shall nominate the representatives to take the positions in such associated companies' board of directors to monitor the associated

companies' performance to be in line with the Company's expected guideline. The Company's representatives shall be appointed by the Chief Executive Officer, except in the case of associated companies in which the Company has a significant but non-controlling shareholding, the Board of Directors or the Executive Committee (as the case may be) shall appoint the Company's representatives. In addition, the Company may enter into a shareholders' agreement or any other agreements in order to define the management framework and the participation in the decision-making of any matters that are of major significance to the associated companies, as well as to ensure that the investments in such associated companies will generate returns and are for the best interest of VGI Group.

Management System

: The Company has good management system through the organisation structure, which clearly defines the separation of power, duties and responsibilities of the key governing bodies in their roles of (1) governance, (2) management and (3) operation, as well as creating a check and balance mechanism, in order to ensure transparency and verifiability. VGI's management system consists of the following: (a) the Board of Directors, which consists of qualified and visionary individuals who have knowledge, expertise and experience that are useful for the business of the Company, whom shall be appointed by the meeting of the Company's shareholders with the key duties and responsibilities to govern and oversee the management's performance, and define the Company's vision, mission, values, strategies and goals; (b) subcommittees, which shall be established by the Board of Directors' meeting to direct and carry out the Company's matters to be in compliance with the good corporate governance principles i.e. the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee and the Executive Committee; (c) the Chief Executive Officer and management, who have capability, experience, qualification and expert in corporate administration with the key duties and responsibilities to conduct the day-to-day business operations of the Company and the management of other matters as delegated by the Board of Directors; and (d) employees, who are required to perform duties as assigned.

In addition, the Company fastens on the respect on equitable rights of shareholders and responsibilities to all stakeholders, which are the key factors in generating the utmost long-term value and benefits for the Company's shareholders.

Corporate Governance System

: The Company adheres on the principles of good corporate governance and the efficient and effective internal control system and risk management to ensure the Company's management and business operation are neat and in accordance with VGI Group's objectives and long-term goals. This will be built confidence to the Company's shareholders and stakeholders.

Hence, the Company prepares the policies that promote and support the good corporate governance, e.g. the Policy and Anti-Corruption Measures, where the Board of Directors and/or subcommittees are responsible to govern and monitor the compliance of those policies, as well as, the communication of the same to the Company's subsidiaries for implementation and adherence.

Policy on Social, Community and Environment Responsibility

VGI Group, as the leader of innovative lifestyle media networks, in which if business characteristics are considered, we are founded that it is service business, which does not have any direct impact to environment and social; however, VGI Group gives priority to business operation, in which it is one factor indirectly affecting environment and social. The guideline of the Company's Group regarding social and environment responsibility has been therefore always conducted with the social conscience, from main policy of VGI Group to the levels of operations, including in every unit of organisation. In our belief, if there is achieving synergy among business organisations which drives our social with the good conscience to all extent in order to achieve a long-term goal that would lead to significant benefit and great development in our community and nation to a large extent.

VGI Group sets framework of 'Smart Advertising, Excellent Services, Happy Employees' as its strategy for sustainable growth and determines operational policy for sustainable growth as follows:

1. Develop business by leveraging risks to the business that generates stable returns;
2. Aim to be a service provider of lifestyle media that are outstanding and smart (attractive, responsive, and good for value);
3. Employees being professionals in line with the HEART values to deliver services that create good impression;
4. Conduct business with transparency and fairness; and
5. Give priority to the environmental management and the improvement of the quality of life of employees, society, and communities, both in the CSR process (CSR In Process) and beyond the normal business operation (CSR After Process).

Chapter 2 Corporate Governance

The Company's Corporate Governance Policy covers the SET's principles of good corporate governance and the recommendations of the Thai Institute of Directors (IOD) and can be categorised into five sections i.e. Right of Shareholders, Equitable Treatment of Shareholders, Roles of Stakeholders, Disclosure and Transparency and Board Responsibilities.

Section 1 Right of Shareholders

The Company places emphasis on the rights of shareholders as the Company's owners. All shareholder groups, whether minority or institutional shareholders, are encouraged to exercise their fundamental rights, e.g. sale and purchase of, or transfer of shares, receipt of profit sharing, receipt of adequate information whether via the SET's or the Company's websites or other channels, attending shareholders' meetings to acknowledge the Company's annual business performance, and voting at the shareholders' meetings to approve significant matters as required by laws, such as the appointment or removal of directors, determination of directors' remuneration, the appointment of auditor and determination of the auditor's fee, payment of, or suspension of dividend payment, capital increase and issuance of new shares, as well as making enquiries or comments on the matters that the Board of Directors presents or requests for approval at the shareholders' meeting.

Shareholders' Meeting

The Company must convene the annual general meeting of shareholders within 4 months from the end of the Company's fiscal year. Other shareholders' meetings shall be called extraordinary general meetings and are to be held when deemed necessary and appropriate. The Company assigns the Company Secretary to ensure that shareholders' meetings are called and convened as required by laws and in accordance with the guidelines for shareholders' meetings as stipulated by the SET as well as the Company's policies. The Company also encourages all directors, subcommittees, executives and the Company Secretary to attend the every shareholders' meeting, except in case of necessity or emergency, to provide an explanation and listen to the shareholder's recommendation. In addition, the Company shall arrange for (i) a legal advisor to provide legal advice and inspect the vote counting process, where the Company also invites minority shareholders to act as witnesses to the vote counting process; (b) an auditors to present at the annual general meeting of shareholders on the agenda of the approval of the Company's financial statements; and (c) an independent financial advisor for the case where there is a complicated matter proposed to the meeting in order to provide an explanation or answer to enquiries to the meeting.

Invitation to the Meeting and Shareholders Facilitation

The Company assigns Thailand Securities Depository Company Limited, its securities registrar, to deliver the invitation to the shareholders, both Thai and foreigners. The Company prepares the invitation in English version for the foreign shareholders. The invitation shall be stated the venue, date and time of the meeting together with the agenda items and sufficient supporting documents, including facts, reasons and opinions of the Board of Directors, as well as the number of votes required for each agenda item in order for the shareholders and investors to be able to access to and have sufficient time to review the invitation and its supporting documents. There shall be no hidden agenda or other additional agenda item not stated in the invitation, except for urgent matters. Besides, the Company will also publicise the invitation together with the supporting documents for the meeting on the Company's website at least 30 days in advance and make an announcement of the same in the newspaper for 3 consecutive days prior to the meeting date.

The Company equally facilitates all shareholders and proxies. There were no specific conditions or requirements which may restrict the shareholders' opportunity to attend the meeting. In this regard, the Company avoids setting the date of the meeting during any long holidays or on public holidays, and set an appropriate meeting time and a convenient meeting venue that being conveniently accessible for shareholders and having a good security system. In addition, the Company opens for the shareholders to register for the meeting two hours prior to the meeting time. There are the Company's officers in attendance to verify the documents and the registration is arranged by types of shareholders, i.e. individual shareholders attending in person, proxies, institutional shareholders and custodians. The Company uses the barcode system for the registration and votes counting in order to

allow the meeting to be carried out transparently, conveniently and efficiently. Furthermore, the registration remains open to the shareholders throughout the meeting, thereby allowing the shareholders to register and vote on the remaining agenda.

During and After the Meeting

Before proceeding the meeting, the Company Secretary introduces to the meeting the Board of Directors, the management, the Company's auditor, advisors in attendance. The Company Secretary also informs the meeting about the vote casting and vote counting procedures. After the information has been provided for each agenda, the chairman of the meeting shall equally provide the opportunities to all attendants to ask questions and express opinions that are relevant to the agenda. The enquiries shall be answered and given adequate time for discussion. For the appointment of directors agenda, the shareholders shall be allowed to vote for each director individually and separately. In addition, a director who is due to retire by rotation shall leave the meeting room temporarily during consideration of the proposed agenda item for his/her re-election as the Company's director for another term.

After the meeting, the Company shall correctly and completely record the minutes, which can be reviewed by the shareholders. The resolutions shall be recorded with details of approved, disapproved, and abstained votes, together with a summary on significant opinions, enquiries and answers relating to each agenda. The Company shall disclose the resolutions via the SET's website within the same day of the meeting or at least no later than 9.00 a.m. of the following business day. The minutes shall be submitted to the SET and publicised on the Company's website within 14 days from the date of the meeting.

Section 2 Equitable Treatment of Shareholders

The Company shall treat each and every shareholders equally, regardless of gender, age, nationality, religion, beliefs, political opinions, and neither minority shareholders, majority shareholders or institution investors.

Proposing Agendas and Nominating Candidate to be elected as Director

To promote equitable treatment of shareholders, the Company allows its minority shareholders to propose agenda and nominate candidates to be elected as directors of the Company in advance. Shareholder(s) who individually or collectively hold shares not less than 5 percent of the Company's total voting rights, are entitled to propose agenda and nominate candidates to be elected as directors of the Company at the annual general meeting. The Company will publicise such criteria on the Company's website and will announce such through the SET's website in order to give the shareholders the opportunity to propose agenda and nominate candidates to be elected as directors within the period set forth by the Company.

In addition, the Company always invites the shareholders to submit questions in relation to the agenda to be considered in the meeting together with the publication of the invitation to the shareholders' meeting before the meeting date.

Appointing Proxies

To maintain the rights of shareholders who cannot attend the shareholders' meeting in person, the Company encloses Proxy Form B, which is an explicit form that sets out specific details of authorisation, with the invitation and clearly states the list of documents and evidence required for the appointment of a proxy. The shareholders may appoint a representative or the Company's independent director to attend the meeting and cast the vote on their behalf. The Company will specify in the invitation the name of at least 1 independent director, whom a shareholder can give proxy to. The Company also discloses the proxy forms, together with the details and procedures for the appointment of proxy on the Company's website.

The Company has a policy to facilitate and encourage the shareholders to attend the shareholders' meeting by giving the shareholders the opportunity to submit the proxy forms and the supporting documents to appoint the Company's independent director in advance of the meeting. In addition, to encourage the institutional shareholders and/or custodians to attend the shareholders' meeting, the Company arranges for the verification of shareholders' names and documents for registration in

advance of the meeting as well as providing officer for collecting proxy form and supporting documents, if shareholders request to the Company. Besides, the Company makes available duty stamps for the shareholders who appoint a representative or the Company's independent director to attend the meeting and cast the vote on their behalf for free of charge.

Access to Information

To reserve the shareholders' rights and to equally treat the shareholders, the Company favors no particular groups of shareholders and shall not conduct any actions resulted to the restriction of the Company's information accessibility. Documents delivered to the foreigner or information memorandum disclosed through the SET shall be prepared English translation. All shareholders are able to access to Company's information, which is available to the shareholders and the public, through the Company's website at www.vgi.co.th or contact the Investor Relations Department (for additional details, please refer to topic Investor Relations under Section 4 Disclosure and Transparency).

Use of Inside Information and Conflict of Interests

The Company prohibits the directors, executives and employees of VGI Group, as well as other related persons from using inside information for the benefit of trading the securities of the Company, subsidiaries, and associated companies as per the determined criteria and procedures, and also forbid the disclosure of inside information to outsiders or non-relevant persons before disclosing the same through the SET. The directors and executives shall submit the conflict of interest report form in relation to themselves and their related persons in accordance with the defined criteria and procedures in order to prevent transactions that may create a conflict of interest. Directors and/or executives who are in conflict with transactions to be entered by the Company shall not attend the meeting to present any information and/or cast their votes. This is to ensure the shareholders that the Company carries out its businesses based on the fairness and equality for shareholders.

Section 3 Roles of the Stakeholders

The Company is aware of the role of the stakeholders and places emphasis on the rights of all groups of stakeholders whom relating to the Company's business, e.g. shareholders, customers, employees, business partners, competitors, creditors, as well as the society, community and the environment, by ensuring that they are treated properly, equitably and fairly. The Company believes that good relationship with all groups of stakeholders is vital for the long-term development and sustainable growth of VGI Group.

Treatment of Stakeholders

The Company has established a written policy and guidelines on treatment of stakeholders as well as communicating to directors, executives and employees of VGI Group to acknowledge and adhere in performing their duties in order to ensure that all stakeholders will receive the equitable and appropriate treatment to their needs and experience sufficient communication channels (for additional details, please refer to Chapter 3 Code of Conduct).

Complaint Channels

The Company provides channels for all stakeholders to contact or lodge their complaints to (1) the Board of Directors through the Company Secretary Division and/or (2) the Audit Committee through the Internal Audit Division. In this regard, the complainants can be assured that the Company shall keep his/her information confidential. The details are as follows:

<p>Company Secretary Division</p>	<p>Tel: +66 (0) 2273 8884 ext. 556 or 557 Fax: +66 (0) 2273 8883 Email: companysecretary@vgi.co.th Or by post to the Company Secretary Division at the Company's address</p>
-----------------------------------	---

Internal Audit Division	Tel: +66 (0) 2273 8611-15 ext. 1117-1119 Fax: +66 (0) 2273 8616 Email: internalaudit@vgi.co.th Or by post to the Internal Audit Division at the Company's address
-------------------------	--

VGI Group believes that employees are the key factor and valuable resources in its business operation. Therefore, VGI Group has set up channels for the employees to file complaints, as well as determining the methods and procedures in relation thereto. In this respect, VGI Group has established measures to protect the employees who file the complaints and/or the witnesses who give testimony about the unfair treatment, e.g. job placement or transfer, disciplinary action, etc. Those measures are provided in writing in the Human Resources Management Rules and Procedures, which are made available to all employees on the Company's intranet.

In addition, the Company has a particular channel to receive reports on any actions with respect to corruption in the organisation. All stakeholders can notify any clues or actions that are suspicious of corruption in connection with VGI Group as follows:

Legal and Compliance Division	Tel: +66 (0) 2273 8884 ext. 102 Fax: +66 (0) 2273 8883 Email: VGI_CAC@vgi.co.th Or by post to the Legal and Compliance Division at the Company's address
-------------------------------	---

Section 4 Disclosure and Transparency

The Company always discloses to all shareholders and stakeholders the information that is accurate, complete, in a timely manner, both in Thai and English languages, and correspond to relevant laws and regulations, as well as the international good corporate governance standard, through various information disclosure channels to demonstrate the Group's transparency in doing business.

Financial and Non-financial Disclosure

The Board of Directors has a duty to disclose accurate, complete and reliable financial and non-financial information to all shareholders and stakeholders in an appropriate and timely manner to ensure that the shareholders and stakeholders receive the information equally, including developing and regularly and promptly updating the information on the Company's website to ensure that it is complete and consistent. In this respect, the information of the Company shall be prepared with due care, accuracy, and transparency and conveyed in a simple and concise language.

Investor Relations

The Company places high importance on the investors' and the public's perceptions and opinions towards the Company. The Company therefore has established the Investor Relations Department to be responsible for the communication between the Company and the investors, which includes the shareholders, analysts and those interested. Investor Relations Department functions as the channel for two-way communications, the first of which is to publish accurate, complete and timely information of the Company, which includes business operations, performance and key events that affect the Company's performance, to investors. The other aspect is to report investors' opinions and suggestions to the Executive Committee and the Board of Directors on a quarterly basis. As such, the Board of Directors sets up the Investor Relations Code of Conduct as the manual guidance for VGI Group's IR function to align with ethic and good corporate governance with emphasis on the disclosure of information and compliance with relevant laws and regulations strictly, taking into account the interests of the shareholders and stakeholders. In addition to the compliance with the Policy, all directors, executives and employees involved in IR function shall be required to strictly adhere to the IR Code of Conduct. Details of the "IR Code of Conduct" are available on the Company's website at www.vgi.co.th.

Investor Relations Department has established explicit plans with key performance indicators in order to measure the development of their works, such as the number of investor meetings held, number of roadshows attended, analyst meetings held, participation in the Opportunity Day with the SET, promptness in updating website information, and quality of product and service offerings. Moreover, Investor Relations Department provides annual satisfied assessment so as to improve their service quality to investors for more efficient service.

For enquiries by shareholders and potential investors, please contact our Investor Relations Department:

Investor Relations Department	Tel: +66 (0) 2273 8615 ext. 1513 E-mail: ir@vgi.co.th Website: http://www.vgi.co.th
-------------------------------	--

Policy on Disclosure of Significant Information

The Company has a policy to disclose significant information to the public, namely the Company's objectives, financial position and business performance, organisation and business structures, names and profiles of the Board of Directors and the executives, factors and policies on risk management, corporate governance policy and code of conduct, duties and responsibilities of the Board of Directors and subcommittees, responsibilities of the Board of Directors for the financial reports, subcommittees' reports, information on meeting attendance of the Board of Directors and the subcommittees, criteria for determining remuneration of the Board of Directors and senior executives, including the remuneration of each director, the Company's performance, and other information having an impact on the Company's share price, investment decisions, or other rights and benefits of the shareholders pursuant to the notifications of the SET and other relevant laws and regulations, the Company's articles of associate, the minutes of the shareholders' meeting, 56-1 form, annual reports, sustainability reports and the Anti-Corruption Measures, through different disclosure channels and medium of the SET and the Company's website so that the shareholders and the investors can use the same to support their investment decisions.

Section 5 Responsibilities of the Board of Directors

The Board of Directors has an ambition for the Company to be a leading effective organisation in the media business in Thailand, with innovative lifestyle media networks and solutions with commitments to corporate social responsibilities and engaging in a variety of businesses under a strong management and competent personnel that play a key role in determining the Company's vision, mission and strategy. The Board of Directors has the necessary leadership, vision, and independence to make any decisions and has the duties and responsibilities to oversee the business, including monitor the management performance for the best interest of the Company and the shareholders. The duties of the Board of Directors and the management are clearly segregated.

Composition of the Board of Directors

The Board of Directors shall consist of qualified members with diversified professional backgrounds, including business administration, engineering, advertising and marketing, financing, accounting and auditing, and other experience that is relevant to the media business industry as well as other qualifications as required by laws and specified in the Policy in the number that is suitable for the size and business strategy of the Company, but shall be no less than 5 members, and not exceeding 12 members. At least one-third (1/3) of the members shall be independent directors and in any case the independent directors shall not be less than 3 members. All directors are independent without compression to consider, give opinion on and vote for matters which in the Board of Directors has the authority to make decisions on so as to monitor and oversee the performance of the management to be carried out in an efficient, accurate and transparent way as well as preventing the benefits of the Company and shareholders.

Duties and responsibilities of the Board of Directors

1. To perform the duties in accordance with the laws, the Company's objectives and Articles of Association, and the resolutions of the shareholders' meetings with loyalty, responsibility and fiduciary for the utmost benefits of the Company and the shareholders;
2. To determine the Company's vision, policy and business direction, to monitor and supervise the management to ensure the implementation of these policies effectively and efficiently so as to create and maximise the value for the Company sustainably and the shareholders, and to consider, review and approve the Company's vision, mission, strategy and direction on a yearly basis, i.e. (1) annually on short-term basis and (2) 3–5 years as mid-term to long-term basis, taking into account environment and change in any factors, including innovation and technology relating to business operation;
3. To determine the Company's business plan, annual budget and annual key performance indicators, to monitor and supervise the management's business administration, including reviewing quarterly performance and results of operation of the Company in comparison with the plan and budget, and to consider the future trends for the next periods;
4. To determine the remuneration structure and welfare for the employees, through appropriate remuneration mechanism, which shall be in accordance with short-term and long-term performance of the Company;
5. To supervise the management to ensure that the accounting system, financial reporting and audit system are reliable, and to monitor the sufficient of cash flow, as well as ensuring that the Company has an appropriate and sufficient internal control system;
6. To consider and approve the acquisition and disposal of assets, investment in new businesses and any matters as required by the relevant laws, notifications, regulations and rules;
7. To consider and/or provide an opinion on the Company's and its subsidiaries' connected transactions and/or the entering into transactions (in the event that the transaction size does not require approval of the shareholders' meeting) of the Company and its subsidiaries so as to ensure compliance with the relevant laws, notifications, regulations and rules;
8. To monitor and prevent conflicts of interest among the stakeholders of the Company;
9. To consider and approve the payment of interim dividends to shareholders;
10. To consider the Company's affairs by taking into account the interest of the shareholders and all groups of stakeholders equitably, whereby a director shall report to the Company, without delay, if he/she has any conflicts of interest in relation to an agreement entered by the Company or if there is an increase or decrease in his/her shareholding in the Company or its subsidiaries; and as regards the transactions entered into with a director or any person who may have a conflict, an interest or any other conflicting benefits with the Company or its subsidiaries, such director with conflict shall not be entitled to vote on such transactions;
11. To oversee the business operations with integrity and business ethics, and promote the creation of corporate culture for all employees to adhere and perform duties ethically and to review the corporate governance policy on an annual basis and to regularly evaluate the implementation of such policy at least once a year;
12. To report the responsibilities of the Board of Directors on the preparation of the financial statements by disclosing the same together with external auditor's report in the Company's annual report, covering important matters under the SET's Code of Best Practice for Directors of Listed Companies, and disclosing significant information in an accurate, sufficient, timely manner under the relevant regulations, standard and guidelines;
13. To delegate one director or more or any other persons to perform any tasks on behalf of the Board of Directors; however, such delegation shall not be an authorisation or sub-authorisation that allows the director(s) or the person designated by the director(s), to approve any transaction that he/she or any person who may have a conflict of interest, has an interest or any conflicts of interest with the Company or its subsidiaries;

14. To appoint sub-committees to assist and monitor the management system and the internal control system to ensure the compliance with the Company's policies, and to assign the annual performance evaluation and review the duties and responsibilities provided in the charters of relevant sub-committees;
15. To assign the managing authorities, duties, and responsibilities to the management in order to clearly separate the roles, duties and responsibilities between the Board of Directors and the management as well as reviewing the separation thereof, and to regularly monitor and evaluate the performance of the management in order to balance the managing power, enhance the independence in performing duties and increase the operational efficiency;
16. To appoint the Advisory Board consisting of professionals to advise the Company on relevant business affairs. Nonetheless, such opinion or advice from the Advisory Board will not legally bind the Company as it is merely the recommendation with a view from third party;
17. To prepare and review the succession plan in order to determine the succession process for the position of the senior executive positions;
18. To appoint the Company Secretary to ensure the Board of Directors and the Company's statutory compliance; and
19. To evaluate the performance of the Board of Directors on an annual basis, both in the forms of group and individual evaluation that shall be used as a guideline for the review of the Board of Directors' performance, as well as reviewing their duties and responsibilities in the Board of Directors' Charter on an annual basis.

The Chairman, as the leader of the Board of Directors, and the Vice Chairman shall have the following roles and responsibilities:

Chairman of the Board of Directors	Vice Chairman of the Board of Directors
<ol style="list-style-type: none"> 1. To oversee the performance of the Board of Directors and other sub-committees to efficiently achieve the business objectives and plans, as well as to ensure that all directors contribute and promote the Company's ethical culture and good corporate governance; 2. To call the meetings of the Board of Directors, which the Chairman or the person designated by him shall send the invitation letter to all directors at least 7 days prior to the meeting date, except in the case of urgency, and such invitation letter shall specify the venue, date and time of the meeting and the nature of businesses to be transacted. In addition, the Chairman shall allocate sufficient meeting time to allow the management to clarify thoroughly and have the directors discreetly discuss significant matters, as well as freely exercising their independent judgements; 3. To act as the chairman of the Board of Directors' meeting and to cast a deciding vote in case of a tie vote at the Board of Directors' meeting; 4. To act as the chairman of the shareholder's meeting and to conduct the meeting in compliance with the Company's Articles of Association and the agenda; 5. To perform any statutory duties, specifically as the Chairman's duties. 	<ol style="list-style-type: none"> 1. To act in the capacity of the Chairman in the absence of the Chairman; 2. To perform or undertake any other tasks as may be assigned by the Chairman and/or the Board of Directors; 3. To perform any other acts as stipulated by laws or regulations of the governmental authorities.

Appointment of the sub-committees

The Board of Directors has appointed the sub-committees i.e. the Audit Committee, the Nomination and Remuneration, the Corporate Governance and the Executive Committee to (a) oversee management system and business operation to be in line with the Company's policies and (b) consider and screen significance matters before proposing to the Board of Directors.

Scope of Duties and Responsibilities of the Audit Committee

1. To review the Company's financial report to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure their appropriateness and efficiency, to consider the adequacy of the budget for manpower and to review the independence of the Internal Audit Division, as well as to approve the appointment, transfer and dismissal of the head of the Internal Audit Division or the head of any other units in charge of internal audit;
3. To review the Company's compliance with the securities and exchange laws, the regulations of the SET and other laws relevant to the Company's businesses;
4. To consider, select, nominate and dismiss an independent person(s) to be the Company's external auditor(s), to propose their remuneration, and to attend a meeting with the external auditor(s) without the management at least once a year;
5. To review connected transactions or transactions that may lead to a conflict of interest to ensure that they are in compliance with the laws and regulations of the SET, are reasonable and for the best interest of the Company;
6. To prepare and disclose in the Company's annual report an Audit Committee's report, which must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
 - An opinion on the accuracy, completeness and trustworthiness of the Company's financial report;
 - An opinion on the adequacy of the Company's internal control system;
 - An opinion on the compliance with the securities and exchange laws, the regulations of the SET and the Capital Market Supervisory Board or the laws relevant to the Company's businesses;
 - An opinion on the suitability of the external auditor(s);
 - An opinion on the transactions that may lead to a conflict of interest;
 - The number of the Audit Committee's meetings and the attendance of each committee member;
 - An opinion or overall observation of the Audit Committee from performing its duties under the Audit Committee Charter;
 - Other matters which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors as per the scope of duties and responsibilities assigned by the Board of Directors;
7. To perform any other acts as assigned by the Board of Directors as the Audit Committee may agree;
8. To seek independent advisors to provide opinion as the Audit Committee deems it appropriate under the Company's expenses; and
9. To review the Audit Committee Charter and its performance in the previous year at least once a year.

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

1. To consider and provide opinion on the Board of Directors' structure, such as the size and composition of the Board of Directors, taking into consideration the Company's size and business strategy in comparison with the current size and composition of the Board of Directors, as well as reviewing the independence of each independent director so as to adjust the Board of Directors' structure to correspond with the Company's strategy;
2. To determine the criteria and process for nominating a candidate for the directorship position by considering:
 - Qualifications of the director which must be suitable and correspond with the Company's strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors;
 - Appropriateness of his/her knowledge, experience, expertise and availability, as well as other requirements as stipulated by laws or regulations of the government authorities;
3. To nominate a candidate who has the qualifications in accordance with the specified criteria for the directorship position in the following events:
 - In the event that a director retires by rotation, for the Board of Directors' approval and recommendation to the shareholders' meeting for election;
 - In the event that there is a vacancy in the Board of Directors for any reasons (other than retirement by rotation), for the Board of Directors' election as a new director of the Company in replacement of the vacant position; and
 - In the event that an election of a new director is needed to correspond with the Board of Directors' structure, for the Board of Directors' approval and recommendation to the shareholders' meeting for election;
4. To consider the appropriate structure, amount, form and criteria for all types of remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors of the Company and members of the sub-committees, to review the appropriateness of the current criteria, taking into account the remuneration paid by other companies within the same industry and other listed companies with a similar market capitalisation in order to incentivize and retain valuable directors with the Company, and to propose the same to the Board of Directors for approval and for further proposal to the shareholders' meeting for consideration and approval;
5. To consider the evaluation criteria for the performance of the Chairman of the Executive Committee and the Chief Executive Officer, to propose the results of such evaluation to the Board of Directors for approval, and to propose the amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer, which correspond with the results of the evaluation, to the Board of Directors for approval;
6. To consider the appropriateness and conditions for offering of new shares, warrants or other types of securities to the directors and the employees as an incentive for the directors and the employees to perform their duties in order to create value for the shareholders in the long run, as well as retaining qualified personnel with the Company, under the conditions that are fair to the shareholders;
7. To report its performance to the Board of Directors and/or the shareholders' meeting; and
8. To perform any other acts in relation to the nomination and determination of remuneration as assigned by the Board of Directors and to perform any other tasks as stipulated by laws and regulations of the governmental authorities.

Scope of Duties and Responsibilities of the Corporate Governance Committee

1. To consider, determine, review and update the Corporate Governance Policy and the Code of Conduct to be in line with the regulator's practices, and the international standard and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the Corporate Governance Policy and the Code of Conduct;
2. To consider, determine, review and update the corporate social responsibility (CSR) policy and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the corporate social responsibility policy;
3. To consider, determine, review and update the policy and guidelines on anti-corruption and bribery and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the policy and guidelines on anti-corruption and bribery;
4. To report its performance to the Board of Directors and/or the shareholders' meeting;
5. To conduct an evaluation of the performance of the Corporate Governance Committee on an annual basis and to report the result of the evaluation to the Board of Directors;
6. To appoint working groups to assist the Corporate Governance Committee in performing its duties and to appoint independent advisors who have knowledge and expertise to provide advice, recommendation and assistance in performing of its duties; and
7. To perform or undertake any other acts as assigned by the Board of Directors and to perform any other tasks as stipulated by laws or regulations of the governmental authorities.

Scope of Duties and Responsibilities of the Executive Committee

1. To determine policy, direction, strategy and management structure for the Company's business operation to correspond to the economic and competitive environment and to propose the same to the Board of Directors for consideration and approval;
2. To prepare a business plan, budget and the management authority of the Company and to propose the same to the Board of Directors for consideration and approval;
3. To oversee, review and monitor the Company's performance to be in line with the approved policy, strategy, direction and performance target, including business plan and budget on a monthly basis, to ensure that all performances are carried out in an efficient and effective manner and to report the same to the Board of Directors;
4. To consider and approve the entry into any agreements and/or transactions concerning or supporting the Company's and subsidiaries' normal course of business (e.g. sales and purchases, investments, or joint investments, disposal of investments for the purposes of carrying out the business in accordance with the Company's and subsidiaries' objectives), under a transaction value as approved by the Board of Directors;
5. To consider and approve the borrowing of any loans or the arrangement of credit facilities from financial institutions, as well as lending money, pledging, mortgaging, creating encumbrance or becoming surety by the Company and its subsidiaries, under a transaction value as approved by the Board of Directors;
6. To consider and approve transactions between the Company or its subsidiaries and the directors, executives, or any related persons thereof, where such transactions are (1) the Company's normal course of business and having general commercial terms or (2) to support the Company's normal course of business and having general commercial terms, with calculable consideration, under a transaction value as approved by the Board of Directors;
7. To consider and approve any communications and registrations with the governmental authorities or supervisory authorities, as well as making payments as required by laws, including but not limit to fees and/or taxes on behalf of the Company for the purposes of carrying out the business in accordance with the Company's objectives;

8. To manage the overall risks of the Company and to evaluate and prepare a risk assessment matrix and to monitor and control key risks and any conditions that may cause material impact on the business operations of the Company and to report the same to the Board of Directors;
9. To consider and approve the opening/closing of bank accounts and the usage for other banking related services, including determining the authorised signatories for the Company's bank accounts;
10. To consider, approve, operate and monitor any matters related to the Company's normal course of business or the Company's day-to-day business operation, including but not limited to the remuneration policy, salary structure, the Company's normal expenses and lawsuits filed by the Company or against the Company;
11. To consider projects, agreements, transactions and/or any other operations, which are beyond the Executive Committee's authority and to propose the same to the Board of Directors for consideration and approval, unless such matters fall under the responsibility and/or authority of the other sub-committees, which shall consider and propose the same to the Board of Directors directly;
12. To consider and approve the implementation of the Company's projects approved by the Board of Directors, and to report the progress of such projects to the Board of Directors;
13. To consider and approve the engagement of advisors for the implementation of the Company's projects that are in the Company's normal course of business or to support the Company's normal course of business;
14. To consider, approve or acknowledge any matters that the Executive Committee deems necessary or urgently to be solved, which otherwise may have caused damages to the Company, and to report the same to the Board of Directors immediately;
15. To delegate one or more persons to perform any tasks under the Executive Committee's supervision, or to empower such person to have the authorisation for a certain period of time as the Executive Committee deems it appropriate, which may be terminated, revoked, amended or replaced as it deems appropriate;
16. To consider and approve any other matters and to perform any other acts as assigned by the Board of Directors from time to time;
17. To appoint working groups to assist the Executive Committee in performing its duties and to appoint independent advisors who have knowledge and expertise to provide advice, recommendation and assistance in performing of its duties; and
18. To perform or undertake any other acts as assigned by the Board of Directors and to perform any other tasks as stipulated by laws or regulations of the governmental authorities.

Segregation of positions between the Chairman of the Board of Directors and the Chief Executive Officer

For the purpose of performing the duties and the transparency of the business operation, as well as to limit the authorities of each person, the Company clearly separates the duties, responsibilities and the persons who take the positions of the Chairman of the Board of Directors and the Chief Executive Officer from one another. The scope of duties and responsibilities of the Chief Executive Officer are as follows:

1. To supervise, manage, operate and conduct the day-to-day business operations for the Company's interest in accordance with the policy, vision, target, business plan and budget as determined by the Board of Directors' meetings and/or as assigned by the Executive Committee;
2. To manage the Company's operations to be in line with the missions as determined by the Executive Committee and in accordance with the Company's business plan, budget and strategy as specified by the Board of Directors and/or the Executive Committee;

3. To supervise the operations on finance, marketing, human resource management and other operations in general to be in accordance with the policy and operation plans of the Company as specified by the Board of Directors and/or the Executive Committee;
4. To employ, appoint, transfer, dismiss, terminate and determine the rate of wages and remuneration for the employees in the ranks below the Executive Committee, and may assign such responsibility to other person to act on his/her behalf;
5. To determine the rewards, the adjustment of salary, remuneration and special bonus, other than the regular salary and bonus, of the employees, as approved by the Board of Directors and/or the Executive Committee;
6. To negotiate and enter into any agreements and/or transactions concerning the Company's normal course of business (e.g. the purchase of machinery and other assets pursuant to the budget approved by the Board of Directors, purchase of inventory and sales of goods, etc.), where the value of each transaction shall be in accordance with the authority approved by the Board of Directors;
7. To consider and approve intercompany loans among the Company and its subsidiaries;
8. To issue orders, policies, announcements and memorandums in order to ensure that the operations of the Company are in accordance with the policies and for the interest of the Company, including maintaining the discipline within the organisation;
9. To perform other tasks as assigned by the Board of Directors and/or the Executive Committee, and to have the authority to perform any tasks that are necessary in relation thereto;
10. To delegate one or more persons to perform any task on his/her behalf; however, such delegation shall not be an authorisation that allows the designated person who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries to approve such transaction; and
11. If the Chief Executive Officer is not in office or is unavailable to perform his/her duties, the Deputy Chief Executive Officer shall act and perform all duties on his/her behalf and the Deputy Chief Executive Officer shall report or present those matters he/she has approved to the Chief Executive Officer as soon as practicable.

Nonetheless, the exercise of the Chief Executive Officer's authority shall not allow him/her to approve a transaction with himself/herself or his/her related person(s) who has a conflict, an interest, or any kind of benefit that is in conflict with the interest of the Company or its subsidiaries.

In respect to the nomination of the Senior Executives, the Company may consider an internal employee by significantly taking into account qualification of such employee; given that at least qualifications should be as follows:

- Must possess qualifications of executives pursuant to the Securities and Exchange Act B.E. 2535 (as amended) and relevant notifications of the SET and the Capital Market Supervisory Board;
- Must have vision on organising big corporation and media business or business related to thereof; and
- Must have leadership, good personality and ability to internationally communicate both onshore and offshore level.

Nomination of and Orientation for a new director

The Nomination and Remuneration Committee is responsible for the nomination of a new director. The Nomination and Remuneration Committee will seek for the potential candidate(s) and then propose to the Board of Directors or the meeting of shareholders for their consideration and appointment (as the case may be). The selecting criteria is taken into consideration the structure of the Board of Directors, the diversity in the structure of the Board of Directors (Board Diversity), the

appropriateness of the qualifications and skills of the director(s) being required and inadequate in the Board of Directors to which the Board Skill Matrix will be used to identify the required qualification. The Nomination and Remuneration Committee may select the candidates for the position of director(s) of the Company from the recommendation of other Directors, or may engage an external professional search firm or obtain information from the directors' pools of various agencies, or any other means as the Nomination and Remuneration Committee considers appropriate.

Once there is an appointment of new directors, the Company will arrange an orientation for new directors in order to present a brief summary on the Company's vision, mission and core value, as well as providing documents for the new directors to support their performance as directors of the Company i.e. Memorandum and Articles of Association of the Company and the Company's latest annual report. These documents consist of material information, such as roles and responsibilities of the Board of Directors and the sub-committees, the Corporate Governance Policy and the Code of Conduct of VGI Group.

In addition, the Company has a policy to encourage the directors to attend the training programs regularly to enhance their knowledge.

Qualifications of the Board of Directors, independent directors and members of the Audit Committee

➤ **Qualifications of Directors**

1. Must possess qualifications of directors pursuant to the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and relevant notifications of the SET and the Capital Market Supervisory Board;
2. Must have knowledge, capability, skill, experience and diversified expertise beneficial to the Company's business operation;
3. Must be independent and perform the director's duty with due care and loyalty, be mentally and physically healthy, and be able to fully commit to work for the Company; and
4. Must have a good work profile and must not engage in a business or be a partner in a general partnership or be a partner having unlimited liabilities in a limited partnership or a director in other private or public company, which engages in a business of the same nature and in competition with the Company's business, unless the shareholders' meeting has been advised of the same before passing a resolution to elect such person and all relevant laws have been complied with.

➤ **Qualifications of Independent Directors**

A person who will be nominated as the Company's independent director shall possess the qualifications under the Company's Definition of Independent Director, which is more stringent than the requirements of the Office of the SEC and the SET as follows:

1. Holding not more than 0.5 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. For the purpose of calculation, the number of shares held by related persons of such independent director shall also be included;
2. Neither being a director who takes part or use to take part in management, nor being or used to be an employee, staff, advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, subsidiaries ranked in the same level, major shareholders or the controlling person of the Company;
3. Not being a person related by blood nor legal registration as father, mother, spouse, siblings 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;

4. 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 an independent director, and 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;
5. 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;
6. Neither being, nor used to be a provider of any professional services including legal advisory or financial advisory services that received fees in the amount of more than THB 2million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being a key shareholder, controlling person, or partner of such professional services provider;
7. Not being a director who has been appointed as a representative of the Company's directors, major shareholders or shareholders who are related persons of the major shareholders;
8. Neither operating the business having the same nature, which significantly competes with the business of Company or its subsidiaries, nor being a key partner or a director who involves in the management, nor being an employee, staff, 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 operating the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries;
9. Having no other conditions that may obstruct the expression of independent opinion on the Company's operation.

After being appointed as an independent director, such independent director may be assigned by the Board of Directors to make a decision with regard to the business operations of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person, provided that such decision shall be a collective decision.

➤ **Qualifications of members of the Audit Committee**

In addition to being independent directors, members of the Audit Committee shall possess the following qualifications:

1. Being appointed by the Board of Directors to be a member of the Audit Committee;
2. Not being a director who has been assigned by the Board of Directors to make decisions in the business operations of the Company, the parent company, the subsidiaries, the associated companies, the subsidiaries ranked in the same level, the major shareholders or the controlling person of the Company;
3. Not being a director of the parent company, the subsidiaries, or the subsidiaries ranked in the same level, which are listed companies;
4. Having knowledge and experience in performing the duty as a member of the Audit Committee, and at least one member must have sufficient knowledge and experience to review the trustworthiness of the financial statements;
5. Having other qualifications in accordance with the laws and regulations of the supervisory authorities.

Remuneration of directors and executives

The Nomination and Remuneration Committee shall consider and determine the director's remuneration by taking into account the business size and the Board of Directors' responsibilities in comparison with that of other companies that are listed on the SET with similar market capitalisation to propose to the Board of Directors for further propose to the shareholders at the annual general meeting of shareholders for approval.

In addition, the Nomination and Remuneration Committee shall consider and determine the amounts and forms of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer on both short-term and long-term basis, taking into account the performance assessments through various key performance indicators and a comparison with other companies within the same industry, as well as the Company's performance and achievements and propose the same to the meeting of the Board of Directors for consideration and approval on an annual basis.

	Key Performance Indicators
Chairman of the Executive Committee	Shareholder's Wealth Corporate Governance Corporate Social Responsibilities Relationship with Customers, Landlords and Business Alliance
Chief executive Officer	Financial Performance Service and Products from Customers' Perspective Operational Excellence People Development

As for the Employees and the Executives, the Chief Executive Officer shall consider the appropriateness of the remuneration individually based on their performance by using various indicators. The overall annual salary adjustment will be in line with the economic situation and the Company's operating results.

Meeting of the Board of Directors and the sub-committees

The Board of Directors will hold at least 6 meetings in each fiscal year to consider and oversee various matters of the Company, by having the independent directors to act as checks and balances and to review the Board of Directors' management. In addition, to facilitate the directors to organise their time availability, the Company sets out an annual meeting schedule and provides the same to the Board of Directors in advance every year. In order to allow the directors to have sufficient time to study the information and have adequate information for their decision making, the Company provides and delivers the invitations together with the meeting materials to the directors at least 5 business days prior to the meeting.

As regards the sub-committees, the Company will hold at least the following number of meetings in each year and may consider calling additional meetings as it sees appropriate:

Sub-Committees	Number of meetings per year
Audit Committee	4 meetings
Executive Committee	12 meetings (on a monthly basis)
Nomination and Remuneration Committee	2 meetings
Corporate Governance Committee	2 meetings

In addition, the non-executive directors are able to hold a meeting as appropriate without the attendance of the executive directors or the management in order to allow them to have a discussion on any matters related to the Company's business and of their concern.

In this regard, the Company has a policy to require a quorum of at least 2/3 of the total number of directors at the time of casting a vote at the Board of Directors' meeting.

Assessment of the performances of the Board of Directors and the sub-committees

The Board of Directors requires that there shall be an annual assessment of its performance through group and individual evaluation, which covers (a) structure and characteristics of the Board of Directors, (b) roles, duties, and responsibilities of the Board of Directors, (c) the Board of Directors' meetings, (d) performance of the Board of Directors' duties, (e) relationship with the management, (f) personnel development of directors and executives, (g) the fiduciary duties to oversee and manage the Company's business operation for the best benefit of the shareholders and (h) the time allocation and advanced preparation for the attendance of the Board of Directors' meeting and the shareholders' meeting so as to review its work, problems and other obstacles in order to correct or improve its performance to be more effective and efficient.

In addition to the performance assessment of the Board of Directors, the Company's sub-committees i.e. the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee and the Executive Committee, also conduct the assessment of their performances on annual basis to review their work and propose the result to the Board of Directors for acknowledgment.

Policy on holding positions in other companies of the directors and the Senior Executives

The Board of Directors has established a policy limiting the number of listed companies, which the directors may hold the directorship position to not more than 5 listed companies so that the directors could devote their time to effectively perform their duties as the directors of the Company.

For the Senior Executives, the Board of Directors determines that he/she should not hold positions in other companies, except for the companies within VGI Group and/or associated companies and/or jointly controlled entities of the Company, unless permission is granted by the Chief Executive Officer; the number of Senior Executives' directorships in non-VGI Group companies shall not exceed 5 companies.

Succession plan

The Company has establish a succession plan for the Senior Executive with the purpose of (1) having successors in the key positions in order for the operation to run smoothly and continually, (2) supporting the Company's business plan on the preparation and readiness of manpower and (3) increasing career path opportunity and providing work encouragement as priority will be given to personnel within the organisation. In this respect, the Company has selected the key positions required for the succession plan. To select the successors, the Company considers various factors e.g. age, experience, knowledge, expertise and past performance.

Preparation of Conflict of Interest Reports by the Directors and the Executives

In order to prevent transactions that may create a conflict of interest with the Company and to comply with the relevant rules and announcements, the Company requires the Directors and the Executives to submit the Conflict of Interest Report Form in relation to themselves and their related persons to the Company in the following events:

1. the Report Form must be first submitted at the time of appointment as a new director or an executive of the Company;
2. the Report Form must be submitted on an annual basis at the beginning of each fiscal year (the first of April of every fiscal year) in order to update the information; and
3. the Report Form must be submitted in case of any change of significant information capable of creating a conflict of interest during the fiscal year.

The Company Secretary shall keep and maintain the Report Forms submitted by the Directors and Executives and deliver a copy of the same to the Chairman of the Board of Directors and the

Chairman of the Audit Committee within seven (7) business days from the date of receipt by the Company for further use in the verification and monitoring of conflicts of interest.

Company Secretary

The Board of Directors determines the qualification of the person who holds the company secretary position, i.e. possessing educational background in law or accounting, and/or experiencing the training courses that are in relation to the company secretary's performance. The Company Secretary is responsible for the following matters on behalf of the Company or the Board of Directors:

- (1) To organise the Board of Directors' meetings and shareholders' meetings in accordance with the applicable laws and the Company's Articles of Association and regulations;
- (2) To prepare and retain the register of directors, the invitations to and minutes of the Board of Directors' meetings, the invitations to and minutes of the shareholders' meetings, including the annual reports of the Company;
- (3) To keep the reports on conflicts of interest as reported by the Directors or the Executives;
- (4) To provide advice to the directors on the laws and regulations in relation to the maintenance of listing status on the SET and the good corporate governance, including the laws and regulations relevant to the Company's businesses;
- (5) To ensure that the disclosure of information is in accordance with the laws and/or the regulations of the SET, the Office of the SEC, and other relevant authorities as well as the good corporate governance principles;
- (6) To perform other tasks as stipulated by the Capital Market Supervisory Board or as assigned by the Board of Directors.

Supervision of the Use of Inside Information and Conflict of Interest

➤ The Use of Inside Information

The Company realises the importance of preventing the use of inside information by the Directors, the Executives and the Employees for its own or other's benefit. In order to comply with the rules and regulations of the Office of the Securities and Exchange Commission and the principle of good corporate governance, the Company, therefore, has established a policy to prohibit the Directors, the Executives and the Employees of VGI Group as well as their related persons from the use of the inside information, that has not been publicised, for its own or other's benefit.

➤ Conflict of Interest

VGI Group realises the importance of conducting business operations with transparency and interest of all stakeholders. VGI Group has a policy to prevent the Directors, the Executive and the Employees from using their positions to seek private and personal interests. The Directors, Executives and Employees, therefore, are subject to the following practice guidelines:

- (1) The Directors and Executives of the Company shall prepare a report on conflicts of interest, including their related person(s), and submit the same to the Company as information for compliance with the requirement on related party transactions;
- (2) The entry into a related party transaction that may lead to a conflict of interest must be avoided;
- (3) In the case that it is necessary to enter into a related party transaction, the Company and its subsidiaries are required to propose such related party transaction to the Executive Committee, the Board of Directors, or the shareholders' meeting (as the case may be);
- (4) To enter into a related party transaction, the Company's internal procedures and the regulations of the Office of the SEC and the SET must be complied with;

- (5) Prices and conditions of a related party transaction shall be determined on an arm's length basis, which shall be fair, reasonable and on the best interest of the Company. In the case that there is no comparable price, the Company will compare the price with the products or services having the same or similar nature;
- (6) Any person who has an interest in a related party transaction is not entitled to approve or vote for such transaction;
- (7) To consider a related party transaction, the Company or its subsidiaries may appoint an independent expert to appraise and compare the price in order to ensure that such related party transaction is reasonable and for the best interest of the Company

➤ **Policies relating to transactions which may have conflict of the Company's interest**

In order to prevent an occurrence of a transaction which may be in conflict with the best interest of the Company and the shareholders and to maintain good corporate governance, the Board of Directors has established a set of policies relating to transactions which may be in conflict with the Company's interest as follows:

- **Policy on doing a new business**

The Company shall present the details of feasibility study to the Board of Directors or any person appointed by the Board of Directors and arrange for the same to be considered whereby the returns and benefits to the Company and its shareholders will have to be taken into account. Nevertheless, the Company has no policy to do business with its Directors, Executives, major shareholders, or any related persons thereof, except there is a necessary cause or it will support the businesses of the Company, and it will mainly be for the best interest of the Company and its shareholders in general. The Company shall also comply with the relevant rules and regulations on related party transactions.

- **Policy on lending money to a joint venture company**

Lending money is not the business of the Company. However, if it is necessary for the Company to lend money to its joint venture company to support the financing of the joint venture company in the form of a shareholders' loan, the Company will provide the loan in proportion to its investment, except there is a necessary and appropriate cause as per the Board of Directors' consideration and approval on a case by case basis.

Nevertheless, the Company has no policy to lend money to its Directors, Executives, major shareholders, and/or any related persons thereof, or the business in which the Company has jointly invested with such persons, except the loan is provided in proportion to the investment or it will be for the best interest of the Company or its shareholders in general. The Company shall also comply with the relevant rules and regulations on related party transactions. In addition, even if the size of a transaction is smaller than that required to be disclosed, the Company shall report such transaction to the Audit Committee for acknowledgement.

- **Policy on preparing documents in writing**

The Company will prepare agreements in writing as required by laws and shall keep all of them properly.

- **Policy on entering into connected transactions with the same commercial terms as those a person of ordinary prudence would have entered into with an ordinary counterparty under the same circumstances**

The Board of Directors has approved, in principle, a policy on entering into connected transactions between the Company or its subsidiaries and the Directors, Executives or any related persons thereof, with general commercial conditions pursuant to Section 89/12 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). As for connected transactions that do not have general commercial conditions and/or market price, the Company shall comply with the relevant rules and regulations on related party transactions.

Internal Control and Risk Management

Having a good internal control system will support and lead the Company to achieve its objectives and targets, in particular, the matters relating to (1) the effectiveness and efficiency of business operations; (2) the reliability of financial reports; and (3) the compliance with applicable laws and regulations. The Company therefore places emphasis on the importance of good internal control system. The Board of Directors assigns the Audit Committee to review and evaluate the internal control system, and report to the Board of Directors in order to determine the guidelines for corporate governance as well as the internal control system. The internal control system evaluation covers various aspects such as Control Environment, Risk Management, Control Activities, Information and Communication, and Monitoring Activities.

➤ Control environment

Good organisation structure and working environment are the firm basis for the efficient internal control system. The Company therefore creates internal control environment by clearly establishing the Company's vision, mission, and core value and communicating the same to the Employees to be their business guidance as well as setting up the organisation structure that effectively supports the business operation of the Company by clearly determining the line of command and the scope of duties and responsibilities for each line of command, and regularly reviewing and modifying the organisation structure to be suitable for the business operation of the Company so that each department can perform its duties in accordance with the Company's objectives and targets approved by the Board of Directors. The performance shall be evaluated on the quarterly basis in order to be appropriately adjusted to the Company's business goals.

Furthermore, the Company has established the policies and procedures for approval of finance, procurement and general management transactions, the corporate governance policy and the Code of Conduct and the rules and regulations regarding human resources management and the work rules, as well as, the penalties in relation thereto in order to prevent fraud and the use of inside information and conflict of interest. The Company has communicated these rules and regulations to all employees and disclosed the same on the Company's intranet.

In addition, the Company places emphasis on employee development by always arranging training courses so as to increase their potential, knowledge and experience and encouraging the mid-level management to participate in the planning of the Company's business plan so as to increase broader participation and stimulate job satisfaction.

➤ Risk management

Risk management is an integral part of the preparation of the Company's annual business plan in order to determine guidelines for risk management in accordance with the Company's objectives, targets, and strategy. All Executives and Employees are exposed to the risks in the Company and have a duty to assess the risk of their unit and to evaluate the efficiency of the existing control policy. The Company, therefore, identifies, analyses and evaluates both external and internal factors, including possible factors which would probable contribute to the fraud and impact on achievement of the Company's objectives. This would result in the fact that the Company could impose a measure to mitigate risks which would probably incur to the extent that those remain at appropriate and acceptable level for the Company. In addition, the Company at all time follows up a change of those factors which would have possibility of affecting attainment of the Company's goal, for example, economic trend, industrial growth. The Company also conveys that measure to the relevant Employees so that they would implement those in the same direction. The Company constantly stresses that all Employees must bear responsibility for risk management. A framework of the COSO (The Committee of Sponsoring Organization of Tradeway Commission) is applied to be used in the Company in order to evaluate and prepare plan of risk management of the Company. In this regard, the Board of Directors assigns the Executive Committee to have the duties to manage and evaluate overall risks, throughout the Company, including establish a risk management structure of the Company. The Executive Committee will report the result of risk management to the Board of Directors every single year, in order to use it as one of all elements to determine the Company's business goal. Furthermore, the Company has the Internal Audit Division which has the duty to examine independently a procedure of risk management and assess an effectiveness of internal control system.

➤ **Control Activities**

The Company has created policies, procedures and operation manuals in writing, and strictly monitoring the compliance of such policies, procedures and operation manuals on a regular basis. The Company has set out the scope of authority and threshold of approval in each level of management, dividing into (a) the procurement function; (b) the accounting record function; and (c) the assets keeping function, so as to effectively monitor and verify. In addition, the Company has also established policies and procedures for the entry into transactions with its directors, executives, major shareholders, or any related persons, which includes connected transactions or transactions that may have a conflict of interest, and the use of inside information and the Company's assets for their own interest, which are consistent and in compliance with the SEC's and the SET's rules and regulations.

Moreover, the Company has set up policies and procedures to monitor the operations of its subsidiaries on a regular basis, as well as providing guidelines or directions for its representatives in the subsidiaries to be responsible for monitoring, supervising and determining important policies in order for the subsidiaries to achieve their objectives and targets and to operate their businesses in compliance with the applicable laws.

➤ **Information and communication**

One of all criteria in order to perform the duty with due care is making a decision on the basis of qualitative and sufficient information. Consequently, the Company organises its information system to cover the Company's performance at the organisational level, the financial reporting level, the business unit level and the compliance to the policies and regulations. This is to ensure that the Company has effective communication and provides the Board of Directors, the Executives, the Employees, shareholders, investors and all stakeholders with correct, accurate and complete information in timely manner. Furthermore, the Company provides channels for all stakeholders to directly submit a complaint to the Board of Directors or the Audit Committee through the Company Secretary Division (email: companysecretary@vgi.co.th) or the Secretary to the Audit Committee (email: internalaudit@vgi.co.th) or by post to them at the Company's address. For any actions that are suspicious of corruption, it shall be whistled blow through email (email: VGI_CAC@vgi.co.th).

➤ **Monitoring activities**

The Company monitors the implementation of the goals as targeted and the Company's internal creditability which they are improved on the continuous and regular basis, for example, the Board of Directors set a meeting quarterly in order to consider business performance in comparison to specified targets. In addition, the Company also has Internal Audit Division which has been under the Audit Committee. The Internal Audit Division has the responsibility to review and evaluate the internal control system and propose any recommendation to improve the relevant processes in order to ensure that the internal control system is fully effective and efficient. In order to maintain full independence, the Internal Audit Division has directly reported to the Audit Committee. In the event that any importance defects are discovered, the relevant persons who are in charge must directly report to the Board of Directors or the Audit Committee in order to clarify causes and also suggest an effective solution to those problems. Furthermore, the Company also follows up progress in correcting those defects and then reported to the Board of Directors and the Audit Committee in the timely manner as specified.

Internal Audit Division

Internal Audit Division is responsible for regularly examining and evaluating the sufficiency of the Company's internal control system, whether the financial and non-financial information and reviewing the compliance with the Company's internal policies and procedures and reports the same directly to the Audit Committee. The objective is to ensure that the Company strictly abides by the laws and regulations, retains good corporate governance and good internal control, and achieves the operational objectives of the organisation.

The Internal Audit Division is independent from other departments and is able to access the information and property of the Company, as well as having the authority to request for explanation from the relevant persons on the subject matters as assigned by the Audit Committee. It is responsible for internal auditing, monitoring, controlling, examining, reviewing and evaluation of the operating results of all departments based on the roles and responsibilities as assigned by the Audit Committee, including facilitating a risk self-assessment with all departments in the Company. The objective is to ensure that the internal control system is effective and efficient, the financial reporting is reliable and timely and the performance is based on the provision or rule of laws, government regulations, regulatory bodies and standards, policy, plan, rules, regulations, notices of the Company, including to prevent damage that may occur to the Company. This division is an appropriate counterbalance, cross-checking between the Company's units to ensure reasonable accountability in the Company's operations and to achieve the Company's goals.

The Internal Audit Division prepares an annual internal audit plan and a 3-year long-term plan based on the risk assessment that might affect the business operation. These plans are approved by the Audit Committee. The scope of Internal Audit Division's works covers the examination, review and assessment of the sufficiency and the effectiveness of the Company's internal control system, including the quality of following matters:

- Reliability of the internal control system, as well as compliance with the accounting and financial standards and policies to ensure that the accounting and financial information is accurate and reliable, the organisation plan, procedures and measures for protecting the Company's assets from unduly or unauthorised use;
- Reliability of the internal control system in terms of management and operation, to ensure that they are consistent with the policies, plans and are in accordance with the applicable laws and regulations of the government and the supervisory authorities, including the Company's regulations which cover activities such as management, operation, procurement, marketing, administration, finance, accounting and human resources;
- Reliability of the internal control system as regards information technology by reviewing the structure of the Information Technology Division, access to information and programs, data processing, system development, data backup, backup plans in case of emergency, authority for operation in the system, and storage of documents, manuals and computer system flowchart; and
- Reliability of the internal control system with regard to anti-corruption in order to be consistent with and correspond to the Company's Anti-Corruption Measures, which shall supports the Company's sustainable business operation with integrity. The contents of those documents cover complaint receiving framework, management procedure and process, including the collaboration among relevant divisions to solve and find solution and to have complaints channels for the employees and other stakeholders. The Internal Audit Division is one of the channel to receive complaints in general, material adverse impact complaints and suspicion of corruption and bribery. The Internal Audit Division will monitor the progress on the handling of complaints and report the progress to the Audit Committee.

In addition, the personnel of the Internal Audit Division is encouraged to develop their competency by attending both internal and external training courses regularly in order to enhance their knowledge and expertise on internal auditing, as well as any other skills necessary for performing their work.

Chapter 3 Code of Conduct

In order for VGI Group to conduct the business with integrity, the Board of Directors has framed the standard or code of conduct as an operational practical guideline in accordance with the principles of corporate governance. In this connection, it is duties and responsibilities of all Directors, Executives and Employees to acknowledge and strictly abide to policy and guideline stipulated in this Code of Conduct. The Company shall review the Code of Conduct on annual basis. In addition to behaving as a good precedent, Directors, Executives, and supervisors are responsible for monitoring, supervising, and encouraging subordinates to behave and comply with the defined policies and guidelines.

Significant policies and guidelines regarding to the stakeholder of VGI Group are as follows:

◆ **Policy and Guideline on Shareholders**

VGI Group is determined to operate its business with due care in order to generate returns to the shareholders at an appropriate level and in a sustainable way based on good operating results and by taking into consideration the current and future risk factors. VGI Group shall ensure transparency in its business operation and shall strive to protect its assets and maintain its reputation.

◆ **Policy and Guideline on Customers**

VGI Group places emphasis on its customers and is determining to build customer satisfaction and gaining customer confidence, which form an important part to VGI Group's success. VGI Group has set up a guideline to present and deliver quality services that are in accordance with or exceed the customers' expectations at a fair value. VGI Group also focuses on attention and responsibility to its customers by giving accurate and sufficient information, including information regarding the quality or any condition of the goods or services, to the customers in order to support the customers in decision making before purchasing media and to prevent the customers from misunderstanding of the product or service quality or any other conditions. VGI Group also develops the quality and format of the goods and service in response to the demand of the customers continuously and regularly.

VGI Group may assign the research company, who has the high level of expertise to conduct research, particularly regarding consumers' behavior in various aspects, e.g. efficiency, remarkableness and impact to daily life in deciding to purchase goods seen from relevant advertising media.

In addition, to maintain long-term and good relationships with the customers, VGI Group conducts surveys on customer satisfaction to take their comments or complaints and uses those comments as guidelines for improvement of services and operations. In this respect, VGI Group arranges for training development to its customer service personnel by providing training courses to its employees both before they begin their duties and thereafter to enhance their skills and knowledge so as to provide the best services to the customers.

In addition, VGI Group has a policy and guideline to keep confidentiality of the customers' information and will not use such information to seek undue benefits for itself or others, unless the customers' consent has been obtained or VGI Group is required by laws to disclose such information.

◆ **Policy and Guideline on Employees**

VGI Group believes that employees are the key factor and valuable resources in its business operation and, therefore, places high emphasis on its employees. VGI Group treats all levels of employees equally without discrimination and respects the rights of employees under the fundamental principles of human rights and under the laws and regulations. VGI Group also values the wellness and occupational health, safety of life and property and the work environment of its employees, and promotes good corporate culture and work environment and working as a team. All employees are equally provided with an opportunity for career growth. VGI Group also places emphasis on the potential of its employees by focusing on personnel development. There are functional training courses both internally and externally, as well as activities to build good relationship within the organisation, both among the Employees or between the Employees and the Executives.

Remuneration and Welfare

In respect to remuneration determination, in both short term and long term, VGI Group takes into account the appropriateness of the working conditions and nature of work together with their operating results as well as the performance results of each employee. Principles for remuneration management are (1) internal equity, (2) external competitive and (3) motivation to the employees, in order to create happiness to the Employees.

Other than remuneration in the forms of salary and bonus, VGI Group provides other forms of benefits to the employees, for example, (a) the establishment of a provident fund as a form of security for the employees and their family, (b) the setting up of the cooperative as an alternative for the employees to make their savings and investment and get credit support, (c) the provision of housing loan welfare to support the employees to have their own residence, (d) the arrangement of health insurance, life insurance and personal accident insurance for the benefits of the Employees when they need medical treatment which creates security in life for Employees and their families, (e) annual health check-up and (f) the support of other occasional monetary subsidies.

Human Resource Development Policy

VGI Group realises that all personnel are the key factor which leads VGI Group to reach the specified target and achieve our business goals. Consequently, VGI Group established the policy for recruitment, provided guideline for skill and competence development in order to maintain the personnel who are highly qualified within VGI Group and has also caused a consciousness-raising to the employees that they totally are the important part of VGI Group.

- Recruitment

VGI Group strongly emphasises a development of human resources starting from the recruiting process which would have transparency, equality and fairness. VGI Group, therefore, specifies specific qualifications, educational background, experience, skills and other standards for each job position and has the candidates to conduct a written test and aptitude test as well as an interview by the relevant head in order to recruit the employees to be consistent with the specified qualification and suitable for the job position.

However, when there is a vacancy or new position, VGI Group has a policy appoint an internal Employee who has potential capability before recruiting the applicants from outside, except for the current Employees are insufficient or that job position requires specific expertise.

In addition, all new employees are required to attend an orientation in order to inform them of the Company's vision, mission, core value, the procedures and guidelines of human resource so that the employees can understand their roles and responsibilities and then perform duties to be in line with the Company's objectives.

- Employee Training Program and Competence Development

VGI Group gives high priority towards personnel development, since VGI Group firmly believes that the personnel are the important factor to bring VGI Group to become the leader of advertising media business. VGI Group has provided the Employees with internal and external training courses which are suitable for VGI Group's business taking into account the results on competency assessment that provided by the Company with the objective to support the performance efficiency to achieve the organisational vision, mission, and goal. The personnel's training courses are classified into three types as follows:

- (1) Core courses, which are aimed at increasing working skills and efficiency and instilling good attitude at work;
- (2) Management courses, which are training courses for supervisors and involve management and supervision of subordinates; and
- (3) Functional courses, which focus on capability development for specific functions.

Equal Treatment to the Employees

VGI Group realises the importance of unbiased and equal treatment of all Employees, from the recruitment process to promotion based on knowledge, ability, performance and potential. No personal relationships are allowed to influence the performance evaluation. Moreover, VGI Group encourages the Employees to give opinion and suggestion related to guideline of working, in order to develop and improve the working procedure.

Communication Channel

In order to understand the Employees' working satisfaction or happiness, VGI Group provides communication channel for comments or suggestions from the Employees in all level. The derived information will be used to rectify any weakness and improve the efficiency of the organisation and resource management in both long and short term. VGI Group also stipulated a set of procedures on the submission of complaints from the Employees as a mean to resolve any work difficulties with equality and fairness. Moreover, the Executives continuously convene the meeting with the Employees to exchange their opinion. We believe that the communication and exchange of opinion and experience between the Employees within the organization shall lead to the good relationship between all levels of Employees.

Creating Quality of Life

The Company's Group realizes the importance of the Employees' quality of life which promotes the dedication and work effectiveness of the Employees. We therefore place an emphasis on making sure that the workplace is safe and sanitary to ensure the employees' welfare and well-being by providing standardized office instruments and equipment, with the support to body balance, health, and not having negative effect to health or creating any pollution. VGI Group also provide appropriate and sanitary working environment for the safety and sanitary of the Employees. Moreover, VGI Group provides health check-up for Employees in order to encourage good health for Employees, in this regards, in case where there are circumstance affected to Employees' health, VGI Group will immediately solve it. VGI Group also shares knowledge related to health care to the Employees.

In addition, VGI Group also concerns on the workload of the Employees. In the case of insufficient staff compared to the workload, we will recruit more employees, who are suitable for the position, in order to balance the number of employees with the workload, resulting in improved quality of life in the workplace for the Employees.

Creating a Good Management System and Teamwork

VGI Group recognises the importance of a continuous working system to achieve efficient and standardised results, as well as to minimise and eliminate conflicts in the workplace. Therefore, VGI Group assigns all departments to formulate the operations manual together to ensure internal cooperation between each department. Such operations manual is made available through the intranet system. VGI Group arranges its revision and updating as appropriate. In addition, VGI Group also supports the creation of organisation's cultures and working environment as a family by creating intimacy between the Employees and the Executives, in order to build environment of happy workplace.

Good Relationships between the Executives and the Employees

VGI Group realises the importance of a good working relationship between the Executives and the Employees since it impacts work efficiency. Therefore, VGI Group arranges joint activities to develop good relations between Employees and the Executives and to help create a harmonious workplace, for example the New Year's party, merit making events, sport and family day, etc. since VGI Group believe that it is a factor bringing VGI Group to the objectives with efficiency and effectiveness.

Creating Competent and Ethical Members of the Organisation and Society

With the intention to ensure that the Employees comply with our rules and for the benefit of VGI Group discipline, any Employee who evades or violates such rules is held responsible and punished according to the disciplinary measures as deemed appropriate under the Corporate Governance Policy that we have framed for the Executives and the Employees. VGI Group strongly believe that

developing employees to be competent, righteous and ethical will serve our interests to secure sound and perpetual growth and finally serve the interests of society at the same time.

Moreover, the Company's Group intends to instill culture of social responsibility in the organisation. Thus, policy on effective use of energy and environmental conservation has been set in order to instill and create awareness for the Employees to reduce unnecessary use of energy, including the most effective use of natural resources. VGI Group has supported and encouraged all Employees to take part in this matter seriously by setting the various guidelines, e.g. reducing the use of paper by utilising both sides of paper sheet, reducing the use of printing ink by using less color print, reducing the use of energy by turning off unnecessary lights and not using light during lunch break.

Occupational Safety and Health

VGI Group always values occupational safety and health of all Employees and all stakeholders. Safety Committee therefore has been set up to be responsible for establishing a policy on occupational safety and health to ensure the safety of all Employees in the workplace. Given that, VGI Group believes that safety and health in workplace is fundamental responsibility to Employees and all stakeholders.

◆ **Policy and Guideline on Business Partners**

VGI Group places emphasis on its business partners as the key supporters to build its growth, including creating value to the customers and the shareholders. VGI Group, therefore, equally and fairly selects the business partners by taking into consideration their reputation, capability, laws and regulations and traditions. Besides, VGI Group also places emphasis on fairness, transparency and straightforwardness in doing businesses and strictly treats its business partners in accordance with the agreements and its business ethics, in which in the case where there are terms and conditions that cannot be complied, VGI Group will immediately notify our business partners to seek appropriate solution. In addition, VGI Group annually arranges events to create relationship with our business partner.

◆ **Policy and Guideline on Competitors**

VGI Group shall treat its competitors based upon the laws and good business ethics with an emphasis on fair competition. VGI Group will not discredit or seek confidential information of its competitors in bad faith or in an unfair manner but will operate its business honestly and professionally. VGI Group also supports and promotes free and fair trade and will not monopolise or require its customers to do businesses only with VGI Group.

◆ **Policy and Guideline on Creditors**

VGI Group focuses on building creditors' confidence and places emphasis on honesty and strictly conforming to the conditions and agreements entered into with its creditors. VGI Group always pays all due loans and interests thereon in a timely manner and will not use proceeds of the loans in any way that is contrary to the objectives of such loans. In addition, VGI Group will not conceal any information or facts that may cause damages to its creditors.

◆ **Policy and Guideline on Consumers**

VGI Group gives importance to the media standard, especially in terms of safety for media installation and viewing. VGI Group studies, evaluates and improves the media's impact on the consumers regularly. VGI Group has conducted survey and precise measurement, e.g. regular measurement of noise level of digital media located inside the trains and on the stations to be in line with the standard to prevent noise pollution, safety inspections of the installed media to ensure that they do not collapse and endanger the public.

Further, VGI Group values the contents of its media that are made public and broadcast to the audiences. In this respect, VGI Group has verified that the contents are appropriate as legally required and are not against good moral of the public; airing contents that are useful for the public regularly, such as the news, weather reports, and oil prices, via the BTS multimedia so that travelers can keep abreast of the latest news and information even while they are travelling.

◆ **Policy and Guideline on Society, Community and Environment**

VGI Group concentrates on the sustainable development of its business growth together with the development of society, community and environment, and the quality of life in Thailand. Being aware of the ongoing nature of social responsibility, VGI Group strives to ensure that the policy on social responsibility exists in every part of the organisation from the policy level to the operational level. VGI Group believes that conducting business with good conscience towards the society at large will create the powerful driving force leading to sustainable development at the community and national levels.

In this regard, VGI Group considers as its important duty and responsibility to support and arrange activities that are beneficial to the society in various aspects. VGI Group continuously arranges activities that are beneficial to the society covering the macro level, community level and operational level so as to provide contribution and return profits to the society.

Additional details can be found in Chapter 1 under topic ‘Policy on Social, Community and Environment Responsibility’.

◆ **Policy and Guideline on Human Rights Violation**

VGI Group has a policy to treat all stakeholders fairly by adhering to the laws and regulations concerning employees and the international fundamental principles of human rights, without discriminating on grounds of place of birth, race, gender, age, skin color, religious belief, physical ability, marital status, educational institution, or other status irrelevant to the work performance. VGI Group also respects individualism and human dignity.

◆ **Policy and Guideline on Anti-Corruption and Bribery**

VGI Group adopts the policy to conduct its business with integrity, honesty, transparency under the relevant laws and standards by fastening on the responsibility towards society and all groups of stakeholders in accordance with the principles of good corporate governance. Not only the Company is committed to fighting against all forms of corruption and bribery, but its subsidiaries and related business entities are also encouraged and determined to apply the Anti-Corruption Measures, which covers compliance by all relevant divisions to carry out any action with transparency and integrity being prioritized, especially when dealing with government officers or agencies, in order to avoid operations that possibly affect inappropriate action and are contrary to good corporate governance since the Company has joined the declaration to engage in Thailand’s Private Sector Collective Coalition Against Corruption: CAC.

In this respect, any actions and performances carried out by the Board of Directors, management and employees at all levels must be in line with the statement of the Chairman of BTS Group Holdings Public Company Limited, the Company’s parent company i.e. **“Do it Right”**.

The Company’s Anti-Corruption Measures consist of:

- A. Anti-Corruption Policy and guidelines of practices, through which the Anti-Corruption Measures are implemented:
 - Sponsorship Procedure;
 - Charitable Contribution Procedure;
 - Political Contribution Procedure;
 - Gifts Giving and Receiving Procedure; and
 - Hospitality and Expense Procedure;
- B. Whistle Blowing Policy and Protection Measures;
- C. Fraud Risk Management Procedure, which is additionally prepared to implement the Anti-Corruption Measures.

Additional details of the “Anti-Corruption Measures” are available on the Company’s website at www.vgi.co.th).

◆ **Policy and Guideline on Non-Infringement of Intellectual Property and Copyright**

VGI Group has established a policy against infringement of intellectual property, in which the directors, executives and employees are required to not infringe on computer software by downloading and/or installing any programs that have not been procured by the Information Technology Department. In addition, VGI Group has assigned its Information Technology Department to conduct an inspection on a regular basis in order to prevent any copyright infringement of computer software.

◆ **Policy and Guideline on Use of Information Technology and Communications**

VGI Group places emphasis on the use of information technology and communications by establishing information security and safety measures to prevent and minimise the chance of significant or confidential information being leaked intentionally or negligently. Guidelines on the use of information technology and communications have been established based on the internationally accepted standard, e.g. the ISO 12207 standard of the Institute of Electrical and Electronics Engineers (IEEE), and the Control Objectives for Information and Related Technology (COBIT) of the IT Governance Institute. VGI Group also has preventive system and working procedures supported the case of malware attacking.

Moreover, VGI Group also requires its Information Technology Division to record its employees' usage information as required by relevant laws and regulations.

The use of software and internet shall be in accordance with the following principles:

- An employee shall use its own password only to access to the permitted computer and network. Such password shall be kept confidential and constantly changed in order to prevent others from gaining access to the password;
- An employee is required to use only copyrighted computer software. Any installation or use of illegal computer software on computers of VGI Group is strictly prohibited. Any computer software to be installed in any computer is required an approval from the Information Technology Division, or otherwise listed in the List of Approved Software. The Information Technology Division shall conduct the inspection on the employees' computers 1-2 times per year (as appropriate for each department) so as to ensure that there is no illegal use of computer software in VGI Group; and
- An employee shall not perform any act that might interfere with or cause disruption to others on the computer and internet system in the office. The Employee shall not use the computer system to release any morally inappropriate or illegal information; e.g., causing damage to reputation or property of the Company's Group or colleges, propagating pornography and violence, disrupting mail forwarding or spam.

◆ **Policy and Guideline on the Use of Inside Information**

VGI Group recognises the importance of preventing the use of inside information by the Directors, the Executives, and the Employees of VGI Group for its own or other's benefit. VGI Group therefore established the rules on the use of inside information to be used as standard practice for the Directors, the Executives and the Employees for the purpose of compliance with the rules and regulations of the Office of the Securities and Exchange Commission, and the Principle of Corporate Governance, as summarised below:

- Stipulating that the Directors and the Executives (including their spouses and minor children) are required to report the changes in securities holding to the Office of the Securities and Exchange Commission within 3 business days from the date of such change, in compliance with Section 59 of the Securities and Exchange Act B.E. 2535, and provide a copy of such report to Company Secretary. The Company Secretary shall then consolidate, summarise and present such report to the Board of Directors on quarterly basis.

- Prohibiting the Directors, the Executives and the Employees from the use of inside information for the benefit of selling/purchasing securities of the Company, and prohibiting on disclosure of inside information towards third parties or disinterested parties before publication through the SET. (Remark: inside information means (a) information that have not yet been publicly disclosed or (b) information that used for the Company's business operation only, not private use, e.g. customer information, product information, business plan, strategic plan, business and system manual or (c) information in connection with human resource and/or the Company's assets, including information that the Company temporarily keep confidential, such as data in financial statement, dividend payment that has not yet disclose to the SET.)
- Prohibiting the Employees from the use of information known by performing their duties for the benefit of themselves or others.

In order to provide a clear guideline and to be in line with the amendment of the Securities and Exchange Act B.E. 2535 (1992) (as amended), VGI Group therefore adopt the policy on the misuse of inside information of BTG Group Holdings Plc., VGI Group's parents company, to implement within VGI Group. Details are as follows:

Subjected Persons	Prohibited Securities from Trading	Blackout Period (the disclosure of financial statements)		Blackout Period for any events that may affect the securities price
		Pre-disclosure	Post-disclosure	
The Company, subsidiaries, associated companies, directors, executives, employees, and/or any relevant persons of the Company, subsidiaries, and associated companies who are in charge of or have access to inside information	Securities of the Company, subsidiaries, and associated companies	One month prior to the date of the Board of Directors' meeting that is proposed to approve the financial statements	One day after the date of the Board of Directors' meeting that has resolved to approve the financial statements	<ul style="list-style-type: none"> - 14 days prior to the date of every Board of Directors' meeting - Until one business day after the date of each Board of Directors' meeting

If the Directors, the Executives or the Employees violate the stipulation concerning the use of inside information, apart from the penalty under the Securities and Exchange Act, such violation shall be deemed as violation of work regulations with disciplinary punishment divided into 3 types depending on the nature of offense or the level of seriousness of an offense, which are (i) written notice (ii) suspension for 7 days without salary payment (iii) termination without severance pay.

Acknowledgement and Conformity Form

I have received and read this Corporate Governance Policy and Code of Conduct of VGI Global Media Public Company Limited.

I understand, acknowledge, and will comply with these policies, practices and operational guidelines under this Corporate Governance Policy and Code of Conduct.

Signature : _____
(_____)

Employee ID: _____

Position : _____

Business Unit: _____

Date: _____

www.vgi.co.th