



Corporate Governance Policy & Code of Conduct



IT City Public Company Limited
Approved by the Board of Directors. No.5/2023, December 20, 2023

CONTENTS

Part 1 Corporate Governance Policy	4
1. Vision and Mission.....	4
2. Organizational Culture.....	5
3. The Principles of Good Corporate Governance.....	6
3.1 Corporate Governance Policy	6
3.2 Duties and Responsibilities of the Board of Directors toward the Shareholders: Determination of the Strategic Directions and the Corporate Governance Policy	7
3.3 Shareholder Policy: Rights and Equality of the Shareholders and the Shareholders' Meeting.....	7
3.4 Conflict of Interest Policy.....	8
3.5 Stakeholder Policy	8
3.6 Disclosure and Transparency	8
3.7 Risk Management Policy.....	9
3.8 Internal Control Policy.....	9
3.9 Performance Monitoring and Assessment Policy	9
3.10 Succession Policy	10
3.11 Information Technology Management Policy.....	10
3.12 Anti-Corruption Policy.....	10
3.13 Policy for Managing the Confidential Information Affecting the Securities Price	10
3.14 Sustainable Development Policy.....	11
3.15 Corporate Culture and High Corporate Attitude	11
4. Qualifications, Structure, and Composition of the Board of Directors	11
4.1 Independence and Neutrality of the Director	11
4.2 Qualifications of Board of Directors	12
4.3 Qualifications of the Independent Director	12
4.4 Board Composition	13
4.5 Chairman of the Board and President.....	13
4.6 Term of Service of Director	14
4.7 Nomination and Appointment of the Director and Topmost Executives	15
4.8 Remuneration of Directors.....	15
4.9 Sub-Committees in the Board of Directors.....	15
5. Responsibilities of the Committee	15
5.1 Authorized Duties of the Executive Committee of the Company.....	15
5.2 The Board of Directors' Meeting.....	18
5.3 Corporate Secretary.....	19
5.4 Annual Report of the Board of Directors	19
5.5 Communication with the Executive	19

5.6	Development of the Board of Directors and Executives	20
Part 2	Business Ethics	21
1.	Principle of the Business Operation.....	21
1.1	Responsibility to Shareholders	22
1.2	Observance of Relevant Laws, Rules and Regulations and Regulations and Respect of Cultural Differences	22
2.	Conflict of Interest and Confidentiality	23
2.1	Shareholder Responsibility	23
2.2	Supervision on the Insider Trading.....	23
2.3	Management of the Confidential Information that affects the Securities Price.....	24
2.4	Data Privacy Management.....	24
3.	Responsibility on the Company and the Properties	25
3.1	Protection of the Company's Properties	25
3.2	Document Preparation.....	25
3.3	Use of Computer and Information Technology.....	25
3.4	Expression of the Opinions and Giving the Interview to Mass Media	25
3.5	Exercise of the Political Rights.....	26
4.	The Company's Stakeholder Treatment	26
4.1	Shareholder Policy and Treatment.....	26
4.2	Towards employees.....	26
4.3	Customer Policy and Treatment	27
4.4	Business Partner and/or Creditor Policy and Treatment.....	27
4.5	Business Competitor Policy and Treatment	28
4.6	Anti-Corruption Policy and Operating Guideline.....	28
4.7	Policy for quality, professional health, safety, and environment.....	28
4.8	Social and Public Responsibility	29
4.9	Fair Competition.....	29
4.10	Prevention of Money laundering and Terrorist Financing	29
4.11	Opposition to Corruption	29
4.12	Enhancement of the Good Corporate Governance Policy	30

Part 1 Corporate Governance Policy

1. Vision and Mission

VISION

“To be a major player in the mass market segment of the IT Smartphone Tablet industry in Thailand, achieving sustainable profits for our shareholders”

MISSION

1. To constantly achieve sustainable growth for the maximum satisfaction of shareholders partners staff clients and society.
2. To maintain financial strength and appropriate risk management.
3. To work together as a team, where everyone is given equal importance.
4. To give the importance to and develop personnel to have working efficiency and responsibility.
5. To comply with the Good Corporate Governance, the Principles of Corporate Social Responsibility.
6. To support and assist the society and community.

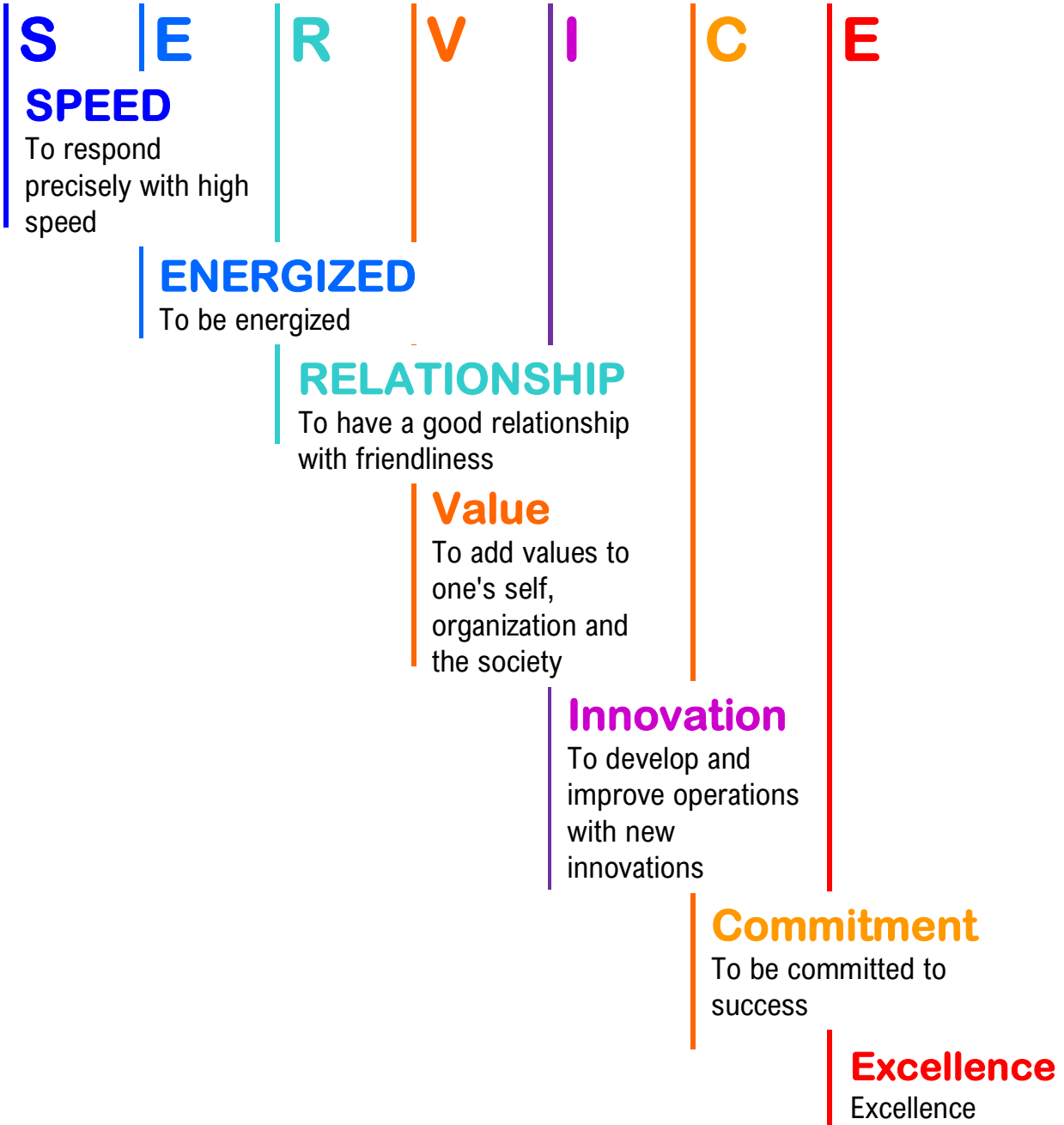
GOALS IN BUSINESS OPERATION

1. To create businesses of the organization that will grow steadily and sustainably.
2. To extend distribution channels and marketing to the neighboring regions in order to allow targeted customers to easily access the products and remember the brands of IT City, CSC, ACE, IT Dot, and other product brands, to achieve the goal of being the number one distributor of computers, smart phones, IT supplementary products and new products, such as IOT and gaming.
3. To improve and develop the training plans of the Company to be ready for supporting the business growth and focus on the Company’s image in the aspect of professionalism.
4. To continually improve and develop the internal system of the organization in order to enhance working efficiency and speed. The Company will remain its management system of power allocation to adapt with changes at all times.
5. To maintain good relationships with all partners and become the part in providing assistance, developing and improving the society, and taking responsibilities towards environment for sustainability in a long term.



2. Organizational Culture

SERVICE



3. The Principles of Good Corporate Governance



The Board of Directors is determined to manage the Company efficiently to achieve objectives. It is firmly convinced that good corporate governance will bolster the Company's operating result growth sustainably. It is also the key to success, which is to maximize value for its shareholders. Therefore, the Board of Directors strictly complies with the principles of good corporate governance, which are Integrity, Transparency, Independence, Accountability, Fairness, Social responsibility. These corporate governance principles are reflected in the values, guidelines and directions of the practices internally adopted by the Company. They should provide assurances that the business can

compete effectively under the business ethics in compliance with international standards, laws and the principles of good corporate governance set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand.

3.1 Corporate Governance Policy

- 1) The Board of Directors, executives and employees adhere to performing in compliance with the laws and applying corporate governance principles to business operations by integrating with the vision, mission, strategy and Long term goal of the organization, as well as enhancing the organization to have an efficient administration system, which will help boost confidence of shareholders, investors and all stakeholders.
- 2) The Board of Directors respects the rights of shareholders, treats all shareholders equally and provides convenience to shareholders in the exercise of rights in various matters.
- 3) The Board of Directors promotes the process of enhancing good relationship and cooperation between the Company and all stakeholders and sets an appropriate communication channel for the purpose.
- 4) The Board of Directors sets policy and code of ethics of the Company to be guidelines for all stakeholders such as shareholders, customers and consumers, competitors, trade partners, creditors, employees, the community, the environment and the society.
- 5) The Board of Directors takes the role of determining vision and mission and approving guidelines for setting of business strategies, policies, plans and budgets, as well as monitoring and supervising the management to take actions according to the policies established in an efficient and effective way, in order to maximize business value and shareholder wealth.
- 6) The Board of Directors institutes the organization structure with clear delegation of duties and responsibilities of the Board of Directors, Sub-Committees, Executive Chairman and Management and puts in place appropriate and sufficient internal control and internal audit system, risk management system, prevention of conflicts of interest and use of insider information.
- 7) The Board of Directors monitors and ensures that the preparation of financial statements and information of the Company is in accordance with the generally accepted accounting standards, disclosure of information is sufficient and reliable and the Company has capable and independent auditor.
- 8) The Board of Directors ensures that the Company communicates and discloses important financial or non-financial information relating to the Company sufficiently, accurately, completely, reliably, transparently, thoroughly and in a timely manner, through various channels and the Investor Relations Department, which can be accessed conveniently and equitably.
- 9) The Board of Directors may appoint Board committees as deemed appropriate to help screen important matters and report operating results to the Board of Directors' meeting regularly, as well as report operating results to the shareholders in the annual report of the Company.

- 10) The Board of Directors of the company has created a system to organize its personal in all important management positions properly and fairly.
- 11) The board of directors play an important role in formally creating guidelines for great management and business morality so that the executives and all employees can understand and follow strictly and has a measure for the guidelines following up.

3.2 Duties and Responsibilities of the Board of Directors toward the Shareholders: Determination of the Strategic Directions and the Corporate Governance Policy

The Board of Directors is responsible for the shareholders on the business operation of the Company and the corporate governance according to the goal and guideline causing the maximum benefits to the shareholders within a framework of the good ethics and a concern on the benefits of all stakeholders. The Board of Directors has duty to comply with the laws, objectives, and Articles of Association of the Company, and the resolution of the Shareholders' Meeting by honestly and prudently performing the duty and maintaining the benefits of shareholders both in short-term and long-term.

To ensure the Company's operations to be taken place in a direction causing the maximum benefits to the shareholders, the Board of Directors shall supervise to establish the vision, mission, goal, policies, operating directions, long-term strategies, plan and annual budget of the Company.

The Executive is entrusted to present, and the Board of Directors expresses its opinions, and fully discuss with the Executive for mutual consent before considering and approving.

Meanwhile, the Board of Directors is determined to govern the management according to the setting goal by formulating and operating according to the principle and policy of good governance

3.3 Shareholder Policy: Rights and Equality of the Shareholders and the Shareholders' Meeting

The Board of Directors establishes the governance policy for the equitable treatment of shareholders and protection of the basic rights. The organizing process of the shareholders' meeting supports all shareholders to conveniently attend the meeting, provide an opportunity for the shareholders to enable to give a proxy to an independent director, and suitably allocate time in order to promote the shareholders to have the equal opportunity to express their opinions and raise any queries in the meeting according to the meeting agenda.

The Board of Directors shall not needlessly add the meeting agenda that is not notified in advance, particularly the important agenda of which the shareholders must take time to study the information before making their decisions. In addition, the Company also gives an opportunity to the minor shareholders to propose the matters, or nominate a person who is qualified according to the rules prescribed by the Company to be considered and elected as the Company's director; and strictly complies with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission regarding the conflict of interest. The Board of Directors mainly gives precedence to prudent, fair, and transparent management of the related party's conflict of interest, and complete, clear and timely disclosure of the said information for the Company's benefits. In addition, the Company also establishes the governance policy for the insider trading in the Company's rules and regulations, and penalty in case where the executives or the employees disclose the Company's insider information to the public or utilize for their own benefits, and also completely disclose the Company's shareholding of the Board of Directors and the top executives.

3.4 Conflict of Interest Policy

The Board of Directors adheres to policy on not to allow the directors, executives, and employees to take the opportunity from the Company's' director, executive, or employee status to exploit the personal benefits. Therefore, the directors are prohibited to operate the business which is competitive with the Company, avoid the entry into the transactions which are related with themselves, possibly causing the conflict of interest with the Company, or in case of necessity to be enter such transactions, the Board of Directors shall supervise to ensure the transparency and impartiality in the entry into such transactions as if the entry into the transactions with the third parties. However, the directors, executives, or employees who have gain and loss on the said transactions, shall not participate in consideration and approval.

In the case within the related party transactions under the Notification of the Stock Exchange of Thailand, the Board of Directors shall supervise to ensure the strict compliance with the rules, procedures, and disclosure of the related party transaction information of the listed companies.

3.5 Stakeholder Policy

The Board of Directors is aware of the rights of stakeholders. Therefore, promotes the collaboration between the Company and the stakeholders, as well as the key related parties, for instance, employees, customers, business partners, creditors, government agencies, communities where the Company is located, as well as public society. The ethics handbook for the directors, executives, and employees has been established to mainly adhere in working on the fairness and balance basis in synergy of mutual benefits.

Moreover, the Board of Directors also determines to ensure the reporting of information relating to the Company's operations that should be aware by the stakeholders and the related parties, and the reporting of the information on the annual report and website, etc., and the provision of two-way communication channels for the stakeholders and the unfairly treat from the Company's acts, and all groups of stakeholders' complaint channel, and conclusion of the reports to the Board of Directors for acknowledgement.

3.6 Disclosure and Transparency

The Company recognizes the significance to completely, timely, transparently disclose essential corporate information, especially the financial reports and non-financial data, in accordance with regulations of The Stock Exchange of Thailand and The Office of Securities and Exchange Commission, Thailand with easy accessibility to data on equal and credible basis. Besides the obliged distribution of information, the channel of SET as stated in the Form of Annual Data Transaction (Form 56-1) and the annual report, the Company discloses information both in Thai and English through the other channels such as the Company's website which is updated regularly.

The Board of Directors gives highest priority to the quality of "Financial Statement" with the policies to regulate and control the precision of information presented in the financial statement to be in line with certified accounting standards and approved by independent auditors. Along with the information disclosure as stated by relevant regulations.

The Board of Directors reveal the roles and responsibilities of the Board of Directors and the Audit Committee; the records of meetings and the attendance of each Director annually; as well as the remunerations to Directors in terms of forms and patterns; auditors' remuneration and other expenses. In addition, the Company also stipulated the policy for trading stock that the Company's directors and executives must report about the trading the Company's stock to the Board of Directors for acknowledgement and such information must also be disclosed in the Company's website and annual report.

3.7 Risk Management Policy

The Board of Directors establishes the Company's risk management system relating to all areas, covering the risk factors relating to vision, goal, and strategies in business, finance, production, and other operation by taking into account the likelihood and severity level of impact, and clearly formulates the preventive and corrective measures and the person in charge, and also formulates the reporting, monitoring, and evaluating measures. The Risk Management Committee in the management level is established to perform the duty in regularly presenting the plan and action result according to the plan of the Audit Committee, and periodically reporting the Board of Directors. The risk management system and effectiveness are assessed at least once a year, and in every period of which a change in risk level is detected.

3.8 Internal Control Policy

The Board of Directors always manages the Company with the internal control system covering all areas in finance, operation, execution according to the related laws, regulations and rules; and having the efficient and adequate check and balance mechanism in protecting and overseeing the shareholders' investments and the Company's assets. It also manages to determine a hierarchy of the approval power and responsibilities of the executives and employees with self-check and balance, and formulate the operating rules in writing. There is an independent internal audit unit that directly reports to the Audit Committee and performs the duty in auditing the operation of all work units both business unit and support unit to be line with the prescribed rules.

3.9 Performance Monitoring and Assessment Policy

The Board of Directors determines that the Executive shall regularly report the actual overall operations in comparison with the goal for acknowledgement of the Board of Directors in order to ensure that the overall operation is in line with the setting goal, as well as report the finance and operating progress in various areas. In the case where the operation is not in line with the prescribed plan, the Board of Directors shall participate to correct and improve or supervise the Executive to present the plan to solve the situations.

The Board of Directors arranges the assessment of the Executive Chairman, and the top executives in descending order, using the goal and rules for assessment that connected with the strategic plan and annual plan for considering and determining the suitable remuneration and motivation measures.

3.10 Succession Policy

The Board of Directors realizes on the significance of the Company's efficient and effective administration, as well as continuous business operation, bringing about the sustainable growth and advance of the organization. Thus, the Company has commenced to prepare the succession plan by determining the succession procedure and process of the Executive Chairman, Vice Executive Chairman, President, Vice President, and other top executive positions in order to ensure that there are the executives with knowledge and competency in succession of the key organizational position accordingly.

3.11 Information Technology Management Policy

The Company manages the data and information system covering the operations in organizational level, financial reporting level, operating unit level, and policy-based practical level, and practical levels used in controlling in order to ensure the efficient communication so that the Board of Directors, the executives, employees, shareholders, investors, and all groups of stakeholders are accurately and completely informed of the key data. In addition, the Company also arranges the channels where the employees or the third parties can notify the complaints to the Board of Directors or the Audit Committee or the related agencies through the channels appeared in this corporate governance and business ethics policy.

3.12 Anti-Corruption Policy

The Company strongly determines to fight against corruption, for instance it shall not accept any form of corruption. It is also specified that the Company including any person and any department whose work concerning with business operation shall strictly comply with the anti-corruption policy. When they are dealing transaction or business with any official or any agency, they shall place importance on transparency and honesty in order to avoid any undertaking which might be inappropriate and contrary to good governance principle. Moreover, bribery to the official to make them facilitate the Company's or for benefits of the Company's business shall also be against. Highest disciplinary penalty shall be imposed to those who violate this policy.

3.13 Policy for Managing the Confidential Information Affecting the Securities Price

The Board of Directors highly realizes on the significance of the prevention of the Company's insider information for personal benefits. However, the insider trading is an offence pursuant to the Securities and Exchange Act B.E. 2535 (1992) (as amended).

Therefore, the Company establishes a policy for determining and prohibiting the directors, executives, and employees, as well as the related parties to use the insider information with the third parties or non-related parties before disclosing to the public foracknowledgementall over through the Securities Exchange of Thailand.

Moreover, the Directors, executives and management in accordance with the definition of SEC, shall report the change in the securities holding to the Office of the Securities and Exchange Commission pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) within 3 (three) working days from the date of changing of the securities holding, as well as deliver the copy to the Corporate Secretary in order to gather and quarterly present to the Board of Directors' Meeting.

The Directors, executives and management in accordance with the definition of SEC, shall report the Board of Directors or responsible person on their Change of Management's Securities Holding (Form 59-2) at least one (1) day prior to the trading day.

3.14 Sustainable Development Policy

With the determination of the corporate business creation for secure and sustainable growth adhered by the Company all the time, the Company operates its business with the Principle of Good Governance, and management aiming for creating a sustainable balance among the economy, society, and environment, and also adopting the international operating guidelines in formulating the sustainable development strategy, for enhancing the business competitiveness and creating the value to all parties of stakeholders as follows.



Creation of Corporate Business for Secure and Growth

With expansion of distribution and marketing channels all over the Kingdom of Thailand, the target group of customers can easily access the products, and well recognize the IT City, CSC, H and IT Dot brands, and brands in order to achieve the headmost goal in computer, Smartphone, IT accessories, and new groups of products, for instance, IOT and gaming.

Continuous Development of the Corporate Internal Control System

To continually improve and develop the internal system of the organization in order to enhance working efficiency and speed. The Company will remain its management system of power allocation to adapt with changes at all times.

Enhancement of the Employee Competitiveness

To improve and develop the training plans of the Company to be ready for supporting the business growth and focus on the Company's image in the aspect of professionalism.

Maintenance of Good Relationship with All Business Partners

To maintain good relationships with all partners and become the part in providing assistance, developing and improving the society, and taking responsibilities towards environment for sustainability in a long term.

3.15 Corporate Culture and High Corporate Attitude

It is regarded as the duty of the Board of Directors in organizing the Company to have an appropriate corporate culture by entrusting the Executive to present the desired corporate culture, and oversee to ensure the efficient communication to the employees for reinforcing the mutual understanding and. The Board of Directors has duty to behave itself as a good model.

4. Qualifications, Structure, and Composition of the Board of Directors

4.1 Independence and Neutrality of the Director

The Board of Directors independently performs the duty and exercises its discretion in considering and making decisions on the matters both from the Executive and the major shareholders. Each director has duty and is independent to raise queries and express the opinions or object in case of the disagreed opinions in the matter that affects the benefits of the shareholders or stakeholders.

4.2 Qualifications of Board of Directors

The Company has specified qualifications of the Board of Directors as follows:

- 1) Meeting the qualifications and not possessing the prohibited characteristics prescribed in the Public Limited Companies Act B.E. 2535 or other related laws, as well as the regulations of the SET, The SEC and the Company's Articles of Association.
- 2) Being an expert with knowledge, capability and experience that are beneficial to the Company's operation.
- 3) Having a leadership skill, vision and independent decision-making ability to ensure the maximum benefit to the Company and the shareholders.
- 4) Being responsible to serve as the director and able to spare full time to perform the duty, assuming accountability to shareholders and duty of care and protecting the Company's interests.
- 5) Performing duties with integrity, honesty, ethics and adherence to laws, good corporate governance principles and code of business conduct.

4.3 Qualifications of the Independent Director

- 1) Holding shares not exceeding one (1.00) percent of the total number of voting rights of the Company, its parent company, subsidiary, associated company or juristic person with possible conflict, including the shares held by related persons of such independent director
- 2) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary or juristic person with possible conflict.
- 3) Not being a person related by blood or registration under laws, i.e. father, mother, spouse, person, or person to be nominated as executive or controlling person of the Company or its subsidiary.
- 4) Neither having nor having been a business relationship with the Company, its parent company, subsidiary, associated company, or juristic person with possible conflict, in the manner which may interfere with his or her independent judgment, and neither being nor having been a significant shareholder, director who is not the independent director or executive of a person having business relationship with the Company, its parent company, subsidiary, associated company or juristic person with possible conflict. The term "business relationship" also includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Applicant or its counterparty being subject to indebtedness payable to the other party in the amount of three (3) percent or more of the net tangible assets of the Applicant or twenty (20) million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Securities and Exchange Commission concerning rules on connected transactions, mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one (1) year prior to the date on which the business relationship with the same person commences.
- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated company or juristic person with possible conflict nor major shareholder, director who is not the independent director, executive or managing partner of an audit firm which employs auditor of the Company, its parent company, subsidiary, associated company or juristic person with possible conflict.
- 6) Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two (2) million Baht from the Company,

its parent company, subsidiary, associated company or juristic person with possible conflict. In addition, in case the professional advisor is the juristic person, it shall include major shareholder, director who is not the independent director, executive or managing partner of such professional advisor.

- 7) 3.7 Not being a director who has been appointed as a representative of the Company, major shareholder or shareholders who are related to the Company's major shareholders.
- 8) 3.8 Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business operation.

4.4 Board Composition

- 1) The Board of Directors determines the board composition that fits with the Company's business size, whereby it is set to be composed of at least 5 members, not less than 1/2 of the directors must reside in Thailand and at least one of whom must be experienced in accounting and finance field.
- 2) Of the total number of board members, at least 1/3 and no fewer than 3 persons must be independent directors.
- 3) The Board of Directors must be partially composed of non-executive directors so as to ensure checks and balances against the executive directors and a minimum of 1/3 of the total board members must be independent directors.

4.5 Chairman of the Board and President

Roles and duties of the Chairman of the Board

Toward the Company

To build up sustainable stability to businesses of the Company and its Group in overall picture under the corporate mission and vision by strengthen corporate culture on performing and managing businesses under good corporate governance principles.

Toward the management team

Encourage the management team to manage business transparently, smoothly and with maximum effectiveness under set of rules of laws and regulatory bodies to achieve pursuant to the Company's business plans and policies together with the promotion on development of skill and potency on continued basis.

Roles and duties to the Board of Directors

To determine the strategies and directions for the Board of Directors to ensure benefits for the shareholders and all related parties as well as to promote and supervise the Board of Directors to conduct their roles and responsibilities with dedication honesty and creativity by taking into account the benefits of the Company.

Toward the Board of Directors

Supervise to ensure that the Board has structure and qualifications suitable for operations for best interest of the shareholders and all related parties, as well as encourage and supervise the Board to demonstrate roles and responsibilities of their duties devotedly, honesty and creativity by taking into consideration the Company's utmost interests.

Toward the employees, shareholders and stakeholders

Strengthen confidence and trust of the employees, shareholders and stakeholders and acceptance of the Company's business operations by put emphasis on business undertaking with ethics and conscious mind on responsibility to all stakeholders, society and environment.

Roles and duties of the President

The President has power and duties to manage the Company and its subsidiary as per entrusted by the Board and managed the Company's businesses pursuant to work plans or budgets which have been approved by the Board with integrity and carefulness and preservation of benefits of the Company and all group of stakeholders. Power and duties of the President include the followings:

- 1) Incorporate the Company's vision and mission into operational strategy for maximum efficiency.
- 2) Supervise managerial tasks of the Company to make them connect and support each other throughout the Company.
- 3) Manage and control general administration works of the Company to ensure compliance with the Company's objectives, policies, rules, regulations including corporate governance, business ethics and delegation of authority and the operating results to the Board constantly.
- 4) Formulate/Specify human resources management policy and support operations of all departments so that they can efficiently develop and use existing potential to the fullest extent.
- 5) Provide recommendation and transfer working experiences on formulation of business strategies to executives and employees for beneficial operations of the Company.
- 6) Manage the Company's financial matters and usage of budget for maximum benefit and efficiency.
- 7) Perform other duties as per assigned by the resolution of the Board' meeting and/or resolution of the shareholders' meeting.

Nonetheless, under the objectives, the Company's Articles of Association and the relevant laws, the President cannot exercise his power with the Company if he has interest in such matter or in case exercise of power may cause conflict of interest in whatever nature, except a resolution has been granted from Board's meeting with attendance of the Independent Director only.

4.6 Term of Service of Director

Directors shall hold the terms as stipulated in the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, which reads "At each annual general meeting, of shareholders, 1/3 of the directors, or if the number is not a multiple of 3, then the number nearest to 1/3, must retire from office. The directors who have been the longest in office shall retire first. The retiring directors may be re-elected." The Nomination & Remuneration Committee will select and nominate qualified persons to be directors to the Board of Directors before seeking approval from the shareholders' meeting.

The Board of Directors has stipulated that members of the Audit Committee, Nomination and Remuneration Committee (Risk Management Committee) shall each have a term of 2 years and may be re-appointed as deemed fit by the Board of Directors.

4.7 Nomination and Appointment of the Director and Topmost Executives

The Nomination and Remuneration Committee shall consider screening the experts who will be appointed as the director and topmost executive by considering from the suitability from the accepted skill, knowledge and competency, transparent work history, maturity and stability, possession of the appropriate qualifications according to the Company's Articles of Association, and consistent with the business operation strategies of the Company, including knowledge and specialization or necessary skill for reinforcing the strength and effectiveness of the Board to be the professional and diversified directors. The structure, size, and composition of the Board are also concurrently considered. However, the Nomination and Remuneration Committee gives an opportunity to the directors and stakeholders to participate in nominating the directors who are qualified according to the prescribed rules and procedures of selection.

4.8 Remuneration of Directors

The Nomination and Remuneration Committee shall consider determining the remuneration of directors from the Company's turnover, business size, and the Board of Directors' responsibilities in comparison with other listed companies that are in the same industry as the Company by taking into account the burden, duties, and responsibilities of each director, under the consideration and approval of the Shareholders' Meeting.

4.9 Sub-Committees in the Board of Directors

The Board of Directors shall appoint a certain number of directors from the Board of Directors to be the members in the Sub-Committee to perform the special duties by considering from the roles and duties of the Sub-Committee in comparison with the qualifications of each director.

At present, the Board of Directors has appointed 3 sets of the Sub-Committees that are the Nomination and Remuneration Committee, the Audit Committee, and the Risk Management Committee.

5. Responsibilities of the Committee

5.1 Authorized Duties of the Executive Committee of the Company

The Directors shall perform their duties in accordance with the laws, objectives and Articles of Association of the Company to protect the benefits of the Company. A summary of the authorized duties of the Board of Directors are:

- a. The Board of Directors shall hold an annual general shareholders' meeting within four months of the last day of the fiscal year of the Company.
- b. The Board of Directors shall hold a meeting at least once every three months.
- c. The Board of Directors shall prepare the balance sheet and income statement as of the last day of the fiscal year of the Company for submission to the shareholders' meeting for their consideration and approval.
- d. The Board of Directors may approve the granting of authority to any directors or director to take any action on behalf of the Board or grant authority to any persons the Board considers appropriate, and the Board may change, amend or cancel said authority whenever it deems appropriate.
- e. The Board of Directors granted the Executive Committee authority to supervise the normal operations of the Company, which was already described in the duties and authorities of the Executive Committee.

- f. However, this authority does not include transactions in which any director or member of management has a material interest, directly or indirectly, or has a conflict of interest with the Company or its subsidiary, except where the transactions are in accordance with policies and measures which were already approved by the Board or where guidelines have already been established.
- g. Any Directors having a material interest, directly or indirectly, in any matter related to the Company must inform the Board immediately of such fact and will have no right to vote in such matter.
- h. The Board of Directors shall determine the Company's target, policy, business plan and budget and supervise the management of the Executive Committee to ensure it is in line with the Company's policy, with an exception for the following matters which require the approval of shareholders : a capital increase, capital reduction, debenture issuance, disposal or transfer of the business or a significant part thereof to other parties, the purchase or transfer of other businesses, and an amendment of Memorandum of Association or Articles of Association.
- i. The Board of Directors shall supervise the Company to ensure it is in compliance with regulations of the SEC and SET, i.e. connected transactions, the disposal or acquisition of assets, etc.
- j. The Board of Directors shall determine the management structure, appointment of the Executive Committee, Chief Executive Officer, and members of other Committees.
- k. The Board of Directors shall monitor the Company's performance so as to compare it with the overall business plan and budget.
- l. No director shall engage in any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders meeting prior to the resolution of his or her appointment.
- m. A director shall notify the Company without delay when he or she has a direct or indirect interest in any contract which is made by the Company; and when he or she holds shares or debentures of the Company or an affiliated company, and shall indicate any increase or decrease in the number of the director's total number of shares.

Authorized Duties of the Executive Committee

Determination of the scope of authority and responsibilities of the President in administering the matters relating to the Company's normal operations and administrative works, and formulation of the Company's policies, business plans, budgets, and administration projects, and administrative powers, and rules of business operations, to be consistent with the economic situations in order to be proposed to the Board of Directors' Meeting for considering and approving, and/or giving consent, as well as auditing and monitoring the Company's operations according to the formulated policies. The significant authority and responsibilities can be summarized as follows.

- a. Consider the annual budget as proposed by the management before submission to the Board. The Executive Committee approves of changes and additions of the interval annual budget during the period in which there is no Board meeting and provides a report of its actions to the next Board meeting.
- b. Approve the spending according to the Company's Approval Power Handbook.
- c. Approve important investments which were already contained in the budget and approved by the Board.
- d. Act as a consultant to management in respect of financial policy, marketing, personnel management, and others.

- e. Allocate pension funds which were already approved by the Board to employees or any persons in the employ of the Company.

The Executive Committee also has the authority to make decisions relating to any normal business transaction of the Company, which does not include approval of transactions which may cause a conflict of interest with the Company or its subsidiary (if any) according to the SET's regulations. The Executive Committee is required to obtain approval from the Board or Shareholders for connected transactions in accordance with the Company's Articles of Association or relevant laws, except for normal business transactions already covered by existing guidelines.

Authorized Duties of the Audit Committee

Determination of the scope of authority and responsibilities of the Audit Committee as entrusted by the Board of Directors, and reporting to the Board of Directors as follows:

- a. to review the Company's financial reporting process to ensure that it is accurate and adequate and co- operate with auditors and management to prepare the financial reports, including quarterly and yearly. The Audit Committee may suggest that the auditor inspect any transaction which is considered to be an important matter;
- b. to review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
- c. to review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;
- d. to consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
- e. to review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
- f. to prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
 - 1) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - 2) an opinion on the adequacy of the Company's internal control system.
 - 3) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - 4) an opinion on the suitability of an auditor,
 - 5) an opinion on the transactions that may lead to conflicts of interests,
 - 6) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - 7) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - 8) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors;
- g. to perform any other act as assigned by the Company's board of directors, with the approval of the audit committee;
- h. to perform the Audit Committee's report to the Company's board of directors at least once for each quarter.

Authorized Duties of the Nomination & Remuneration Committee

- a. Set the policy on nomination the Company's directors, subcommittees and high-level executives, as well as their remuneration, to be proposed to the Board of Directors for approval
- b. Screen for persons with suitable qualifications and value to the business to replace the directors whose terms are expiring or to fill vacant positions to be proposed to the Board of Directors for approval and to seek the approvals for their replacements/appointments from the shareholders
- c. Determine compensation as necessary and appropriate, both in the form of cash and non-cash rewards, for the directors and high-ranking executives based on their duties, responsibilities and performances.
- d. Report to the Board of Directors results from its meetings which are significant and beneficial to the Company.
- e. Provide explanations or answer questions in case doubts emerge involving the Company's policy on nomination and remuneration its directors, sub-committees and high-ranking executives at shareholders' meetings.
- f. Perform any other duties assigned by the Board of Directors involving significant nominations and remuneration.

Duties and Responsibilities

- a. Defines and reviews risk management framework, Risk Management Committee Charter, risk management policies and process including suitably and effectively suggest the guidelines to risk management relating to the Company's business to correspond with business strategies, business plans, and volatile circumstances.
- b. Continuously and effectively promotes and develops risk management and risk management tools in all levels across the organization, as well as encourage the development of risk management culture in the organization.
- c. Supervises, monitors, and reviews key risk management plan and report including give necessary advice to ensure effective risk management at an acceptable level corresponding with risk management policy.
- d. Report significant risk management performance to the Board of Directors; in case there are factors or events that might have significant impact on the Company, the Committee shall notify the Board of Directors in a timely manner.

5.2 The Board of Directors' Meeting

The Board of Directors operates through the Board of Directors' Meeting, whereas the meeting is scheduled for at least once a quarter. The Chairman of Board manages the duty performance of the Board of Directors, determine the meeting agenda together with the Executive Chairman, oversee the directors to adequately receive the meeting documents in advance before meeting in order to study and consider the matters for remarking the opinions and voting, and oversee the meeting documents to contain the essence of data, the clear, adequate, and appropriate analysis and suggestions. At the Meeting, the Chairman of the Board has duty to allocate the time for presenting the information, discussing, interrogating, and concluding the issues in the meeting agenda for consideration of the directors, giving the opportunity and supporting each director to express his/her opinions, and codifying the opinions and proposing the conclusions acquired from the Meeting. At the Meeting, the

directors who have the significant gain and loss in the considering matter, shall leave the Meeting during considering the said matter.

In considering any matter, the directors are entitled to request for observing or verifying the related documents and request the Executive to clarify the additional detailed data, as well as supply the external advisor or specialist to comment, whereas the Company shall be responsible for the expenses.

In the resolution, a majority vote shall be used. If the director objects any resolution, the said objection shall be recorded in the Minutes of Meeting. If there is a tie, the Chairman of the Meeting shall additionally perform another vote as casting vote. The director who has gain and loss in any matter is not entitled to vote in the said matter.

5.3 Corporate Secretary

The Board of Directors has duty to appoint the Corporate Secretary in order to perform the duties as defined in the Securities and Exchange Act B.E. 2535 (1992), Amendment (No.5) B.E. 2559 (2016) to be responsible for organizing the Board of Directors' Meeting and the Shareholders' Meeting, and helping in supervision of the compliance with the said resolution, overseeing and giving counsels to the Board of Directors on the regulations that must be performed, preparing and maintaining the Directors' Register, Appointment Notice of the Board of Directors' Meeting, Minutes of the Board of Directors' Meeting, and Annual Report of the Company, Appointment Notice of the Shareholders' Meeting, and Minutes of the Shareholders' Meeting, Stake holding Report reported by the Directors or Executives, and other executions as prescribed by the Securities and Exchange Commission, Capital Market Supervisory Board, and Stock Exchange of Thailand.

5.4 Annual Report of the Board of Directors

The Board of Directors is responsible for preparing the Company's business report and financial report, and consolidated financial statements of the Company and its subsidiaries, and the financial information appeared in the Annual Report. The financial report shall be prepared according to the Generally Accepted Accounting Standards of Thailand, and the appropriate accounting policies shall be selected for using and regularly observing. A discretion shall be carefully used in preparation. In addition, it is determined to adequately disclose the key information in notes to financial statements, whereas the Board of Directors is responsible for the quality of the financial report and remark the opinions to the Board of Directors.

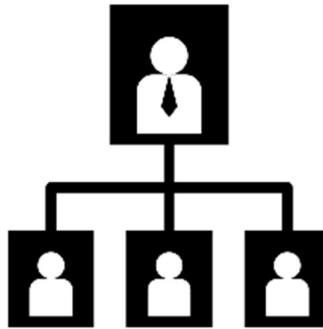
5.5 Communication with the Executive

The Board of Directors supports the Company's top executives to attend the meeting with the Board of Directors, present the information relating to the agenda responsible by them to the Board of Directors' Meeting so that the Board of Directors are directly informed of the data and opinions from the executives who are in charge. Meanwhile, the executives also have the chance to learn and endeavor to grasp the viewpoint of the Board of Directors.

The Board of Directors promotes the meeting and exchange of opinions between the directors and the top executives in other occasions other than the Board of Directors' Meeting so that the directors have the chance to get acquainted and familiarize with the Company's top executives. The directors are able to directly communicate with each executive of the Company without infringement or interference with the Executive's operations. However, an advance notice should be given to the President.

5.6 Development of the Board of Directors and Executives

The Board of Directors has established a policy for the development of Directors and Executives in order to increase their knowledge, understanding and skills which concern the business of the Company or other courses which will be beneficial to their continued discharge of duties. This is achieved through orientation, information updates and internal and external training for new Directors, existing Directors, Executives and Executives who have been appointed to serve as a Director of a company under GC Group. This covers individuals whose work involves corporate governance of the Company as well such as the Company Secretary, the Secretary to the Sub-Committees and Investor Relations Officers



Part 2 Business Ethics


1. Principle of the Business Operation

The Company is determined to conduct our business in accordance with the good corporate governance principles, and to improve our organization in terms of efficiency through transparent and fair operation, as well as by improving responsibility to shareholders and stakeholders. This includes customers, business partners, business competitors, creditors, public sector, employees, communities, society and the environment as a whole.

Therefore, our business code of conduct is a compilation of good practices on various matters. This serves as a code of standard conduct within the framework of ethics, morals and honesty. All personnel at all levels of the company are required to acknowledge, understand and observe such with the strictest adherence. This is not a voluntary practice. Personnel are not permitted to claim that they are not aware of this. Any violation of this code of conduct, provided that a confirmation can be produced from an investigation, will result in disciplinary action pursuant to the Company's policy and / or legal action pursuant to relevant laws. The intent of this code of conduct is to achieve the visions established and to reflect the value and the culture of the company as a sustainably growing organization.

It is deemed a duty of the superiors to ensure that their sub-ordinates acknowledge, understand and proceed in strict accordance with these business code of conduct, and to provide relevant advice. Further, in the case where a question or an issue arises concerning a decision to be made or a practice for which no conduct is prescribed in the code of conduct, the individual involved should use his / her initial discretion and question the action as follows:



<p>1</p> <p>Is such action illegal?</p>	<p>2</p> <p>Is such action against the policy and the organizational culture of our the Company?</p>	<p>3</p> <p>Will such action be deemed acceptable and can it be disclosed to the public?</p>
<p>4</p> <p>Will such action defame or tarnish the image of our the Company?</p>	<p>5</p> <p>Will such action result in serious damages to the Stakeholders of the Company?</p>	

Alternatively, the individual may inquire with his / her supervisor at the level immediately above him / her and further up the chain in the order of superiority, or inquire directly with the department responsible for such matter, the Internal Audit Function, the Human Resource Department, or the Corporate Governance Department of IT CITY Public Company Limited.

1.1 Responsibility to Shareholders

The Company constantly perform duties with integrity, make decision in operations with honesty, transparency, and benefit to the Company and the shareholders, manage the Company's business to achieve prosperity, stability, and provide the appropriate return to the shareholders, not to seek for one's own benefit or others from work operation, not to disclose the Company's secret nor use the Company's confidential information for one's own or others' benefit without permission from the Company, not to perform any action which may cause conflicts of interest with the Company without informing the Company.

The Company shall take its best effort to develop the business for the continuous and sustainable growth and generation of good return on investment of the shareholders by adhering to the principle of the equitable shareholder treatment.

1.2 Observance of Relevant Laws, Rules and Regulations and Regulations and Respect of Cultural Differences

The Company is concerned about the observance of relevant laws, rules and regulations and respect of cultural differences where the company's has presence. Therefore, the employees of the company's should abide by them and proceed in accordance with the good practices listed below:

- 1) Comply with orders, announcements and regulation issued by the company.
- 2) Comply with criteria, requirements and rules of relevant agencies and enforce them upon the company.
- 3) Acknowledge and understand the duty and responsibility of observance of the laws and regulations relating to the discharge of duties.
- 4) Review compliance with relevant laws, rules and regulations. Cooperate, promote and ensure regular observance.
- 5) Study, understand and comply with the laws, rules and regulations of the countries in which the Company invests or operates a business. All Employees are advised to respect the good traditions and cultures of such locality as well. If the rules, regulations, work procedures, traditions and cultures of such locality are found to differ from the practices of the company; Employees are advised to consult the relevant authorities before commencing any action.

2. Conflict of Interest and Confidentiality

2.1 Shareholder Responsibility

The Company adheres as the significant policy to not allow the directors, executives, and employees take the opportunity from the Company's director, executive or employee status for exploitation. Therefore, the Company establishes as the practice for the Company's directors, executives, and employees as follows.

- 1) Avoid the entry into the transactions that are related to them and may cause conflict of interest with the Company.
- 2) In the event of necessity to enter such transaction for the Company's interest, such transaction shall be entered as if the entry of transaction with the third party, the directors, executives, or employees who have gain and loss in that regard shall not take part in consideration and approval.
- 3) In the case where it is within the scope of connection under the Notifications of the Stock Exchange of Thailand, the rules and procedures, and disclosure of the related party information of the listed companies shall be strictly complied.
- 4) In the case where the director, executive, and employee or family member who are involved in or are the shareholders in the business that is competitive with the Company's business or any business that may cause the conflict of interest with the Company, a written notice shall be given to the President.
- 5) In the case where the director, executive, or employee are the director, partner, or advisor of the Company or other business organizations, the said position holding shall not be in conflict with the Company's interest and the direct duty performance in the Company.

2.2 Supervision on the Insider Trading

The Board of Directors highly realizes on the significance of preventing the use of the Company's insider information for personal interest. Therefore, the confidentiality policy for the information that has not yet been publicly disclosed is established, whereas it determines that the said information can be particularly recognized by the related parties only. However, the Company has notified the executives for acknowledgement about the duty in reporting the holding of the Company's securities by them, their spouse and underage child, as well as reporting the change in the securities holding with the Office of the SEC, and the Stock Exchange pursuant to Section

275 of the Securities and Exchange Act B.E. 2535 (1992). Moreover, the Company prohibits the directors, executives, and employees, including the said persons' spouse and underage child to purchase, sell, transfer or accept the transfer of the Company's securities using the insider information that has not yet been publicly disclosed. In the case where the directors, executives, and their spouse and underage child to purchase, sell, transfer, or accept the transfer of the Company's securities that are not within the scope of the above case, they shall report to the Office of the SEC and the Stock Exchange every time of purchase, sale, transfer, or acceptance of the transfer of securities, and deliver the copy of this report to to the Vice President of Finance to be kept as evidence every time.

2.3 Management of the Confidential Information that affects the Securities Price

The Company gives precedence to the management of confidential information that affects the securities price. It is deemed as one of the duties of the Board, executives, employees, advisors of the Company and its affiliated companies that the following operating guidelines shall be adhered.

- 1) Establish the internal control system for prevention of the confidential information leakage.
- 2) Cultivate to be the corporate culture via the regular communication in order to ensure that the related parties are aware of their duty in the Company's confidentiality.
- 3) Limit a minimum number of persons who can access the confidential information on need to know basis and have the control system for the contractual parties and other service providers of the Company to be accessible to the Company's system.
- 4) Take precaution in case of receiving or forwarding the information to the third parties, whereas every party must be aware of his/her own duty in part that is related to the use of information and the control of the confidential information.
- 5) Have the appropriate information technology system and control.

2.4 Data Privacy Management

All executives and employees of the Company's have an obligation to fully aware of and understand the importance of data privacy. They shall strictly obey the laws, policies, rules, regulations, or guidelines of the company's as well as other organizations related to data privacy protection. The matters are including supervision, management, collection, usage, and disclosure of the data privacy under the possession and supervision of the company. The storage of the data privacy must be safe and secure. Moreover, the appropriate deletion and destruction process of unnecessary data must be provided to prevent the company, the Board of Directors, Executive, Employees, and relevant stakeholders from unfavorable impacts.

3. Responsibility on the Company and the Properties

3.1 Protection of the Company's Properties

The Company promotes the maximum efficiency of the executives and employees in use of the Company's resources and properties in order to enhance the good competitiveness and services to the customers. The following is determined as the operating guideline of the executives and employees.

- 1) They shall economically use the Company's properties and resources for maximum interest.
- 2) They shall help overseeing any of the Company's properties not to be wrongfully devalued or lost.
- 3) They shall not use for personal interest or for other person who is not related to the Company's business.

3.2 Document Preparation

- 1) Must prepare the documents with honesty and diligence according to the prescribed standards.
- 2) Prohibit to counterfeit the books, reports, or documents of the Company.

3.3 Use of Computer and Information Technology

- 1) Computer, information technology and information used in operation shall be regarded as the Company's properties. The executives and employees should not use computer and information technology for personal interest.
- 2) The executives and employees are prohibited to disclose Password or any protected systems of the Company, which are used in access of the Company's information system, to other persons.
- 3) The executives and employees are prohibited to disclose the information in any protected data system of the Company or the data purchased by the Company without permission.
- 4) The executives and employees are prohibited to change, duplicate, delete, or destroy any protected data of the Company without permission.
- 5) The executives and employees are prohibited to publicize, reproduce, or use the illegal software, and are prohibited to reproduce the copyrighted software for whatever reasons without permission from the software manufacturing company.

3.4 Expression of the Opinions and Giving the Interview to Mass Media

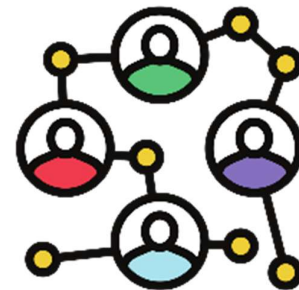
The Company determines that the Executive Chairman, the Vice Executive Chairman, and the President, shall have power to give an interview or reply to the queries of the shareholders, investors, mass media, and third parties. Other top executives may use the data under the permission of the Executive Board.

3.5 Exercise of the Political Rights

The Company supports the directors, executives, and employees to exercise their own rights as the good citizen according to laws. However, the directors, executives, and employees are prohibited to participate in any activities that may cause the understanding that the Company is involved with or supports any political parties. The following is determined as the practice of the directors, executives, and employees.

- 1) The individual right as good citizen should be exercised according to the constitutional law and other related laws.
- 2) They are entitled to participate in the political activities in their name other than working hours and not in the name of the Company.
- 3) They are prohibited to participate in any activities that may cause understanding that the Company is involved with or supports any political party or any powerful group.
- 4) They are prohibited to use the Company's properties to support any political party or any powerful group.

4. The Company's Stakeholder Treatment



4.1 Shareholder Policy and Treatment

The Company well realizes that the shareholders are the business owners and the Company has duty to create added value to the shareholders in long term. Therefore, the directors, executives, and employees are determined to comply with the following guidelines.

- 1) Perform the lawful duty with integrity, make decision on any executions with fairness to the major and minor shareholders for the maximum interest of the overall shareholders.
- 2) Regularly and completely present the Company's status report, turnover, financial and accounting position, and other reports on fact basis.
- 3) Equitably notify all shareholders for acknowledgement about the future corporate trend both in positive and negative aspects based on the possibility and availability of adequate supporting and reasonable data.
- 4) Perform the duty by applying managerial knowledge and skill at full capacity in all events.
- 5) Reinforce the duty performance having the standard operating system and good control with the adequate data and referable evidence.
- 6) Not exploit for the personal and related party's benefit using any information which has not yet been publicly disclosed or take any actions in the nature that may cause conflict of interest with the organization.

4.2 Towards employees

- 1) Applying leadership to coordinate and operate with knowledge and abilities to achieve corporate effectiveness.
- 2) Promoting collaboration, good working environment, disciplines, teamwork and consciousness among employees.
- 3) Giving priority to the development of employees' knowledge and abilities for the whole organization and on regular basis.

- 4) Following the laws and regulations related to employees and communicating with employees to make them understand and aware of their rights, duties and responsibilities towards themselves and related parties.
- 5) Considering appointments, rotation, awards and punishment for employees with honesty and based on the knowledge, abilities and appropriateness of that employee.
- 6) Providing fair remunerations to employees.
- 7) Treating employees with politeness and respect towards their individuality and human dignity.

4.3 Customer Policy and Treatment

The Company realizes on the importance of customers toward the Company's business success. Therefore, it intends to always seek for the procedure to more efficiently and effectively fulfill the customer needs. The following is established as the policy and practice.

- 1) Provide the quality services, completely and properly disclose the news information relating to the services, not distort the fact that causes the customer misunderstanding on the quality, quantity or any conditions of the said goods and service.
- 2) Fairly treat the customers, not discriminate, avoid the use of confidential information of the customers for the third party's benefit.
- 3) Improve and reinforce the new services for customer satisfaction, deliver the goods and provide the services that are quality on or above the customer expectation at fair price.
- 4) Strictly comply with the conditions available with the customers. In the case of failure to comply with any clauses of conditions, a notice shall be given to the customers for acknowledgement in order to mutually consider finding the problem-solving guideline.
- 5) Treat the customers politely and efficiently to be trusted by the customers.
- 6) Give advice on the instruction of the Company's goods and services for the maximum efficiency and interest of the customers.

4.4 Business Partner and/or Creditor Policy and Treatment

The Company establishes the policy for the equitable and fair treatment to the business partners and/or creditors by taking into account the maximum interest of the Company based on the receipt of return that is fair for both parties, avoiding the situation that may cause conflict of interest, complying with the commitment, providing fact data and correct reports. The problem-solving shall be negotiated and the solution shall be arrived based on the business relationship with the following operating guideline.

- 1) Find the guideline for reinforcing the good relationship and sustainability between the organization and business partners to be well taken place, consisting of goodwill and satisfaction of all parties, and bringing about the quality and proper services to fulfill the need and saving.
- 2) Comply with the good policy of the Company by adhering to behaving well, not giving and receiving the bribe, not supporting the act that is illegal or vulnerable to the economy or security of the country.
- 3) Comply with the conditions strictly agreed, and in case of failure to comply with any clause of conditions, an advance notice shall be immediately given to the creditor for mutual consideration on finding the problem-solving guideline.
- 4) Behave under the framework of the rule of good competition.
- 5) Comply with the borrowing conditions according to the agreements and duties that should be available with the creditors.

4.5 Business Competitor Policy and Treatment

The Company establishes the business competitor treatment policy to be consistent with the international principle under the framework of laws relating to the practice of business competition, infringement of secret or perception of business secret with the fraudulence method. The operating guidelines are as follows.

- 1) Treat the business competitor under the framework of the rule of fair competition.
- 2) Not seek for the confidential information of the business competitor using the dishonest and illegal procedure.
- 3) Not discredit the business competitor with defamation or any false and unjust acts.

4.6 Anti-Corruption Policy and Operating Guideline

The Company aims for anti-corruption by not allowing and accepting any corruptions at all, and determines that the Company and the parties related to the business operation shall comply with the anti-corruption policy, covering the compliance of all related work units to execute or perform any acts by emphasizing on transparency, and taking into account the integrity in contacting and entering the transactions with the officers or the agencies in order to avoid the executions that may result in the improper act and conflict with the principle of good governance, and countering bribes to the officers for facilitation or business benefits of the Company. The highest disciplinary penalty shall also be determined for the said offender.

4.7 Policy for quality, professional health, safety, and environment

The Company is well aware of importance of quality of product, conservation of energy and environment, global warming situation, occupational health and safety as they are part of the business. Therefore, quality, energy, environment, occupational health and safety management system has been established and top management and all employees are required to observe the following practices:

- 1) Comply with the law on safety, occupational health and environment including relevant standards and regulations.
- 2) Adhere to safety as an essential part of operation, by focusing on control and supervision of operation and working environment of the operators to prevent the loss from accident, fire or occupational illness or injury.
- 3) Supervise on good occupational health and working environment and encourage everybody to be healthy and working happily.
- 4) Evaluate and reduce environment impact by emphasizing on improvement and reduction at original sources including effective usage of resources.
- 5) The right of all employees shall be respected and protected pursuant to the laws and regulations of Thai labor standards. In addition, their knowledge and capability shall be developed continually and moral shall be strengthened.
- 6) The Company's management at all levels shall be responsible and be role model for development and maintenance of quality, occupational health, safety and environmental management system by providing adequate resources to make all employees participate in implementation of such policy

4.8 Social and Public Responsibility

The Company supports the undertakings which are useful for the community and public society, does not perform any acts that will discredit the country, natural resources, and environment, does not collaborate or support any person who does the business, which is illegal or vulnerable to the society and the security of the country, and also cultivate the awareness of community and public social responsibility to be arisen in the organization. The Company intends to operate the business together with social responsibility by adhering to the Business Ethics and Corporate Governance Code. The Company's activity implementation focuses on the employee participation with public mindin order to continuously cultivate the awareness of social responsibility to all levels of employees in the organization. The Company is involved in the role of supporting the social activities in various periods and occasions under the expectation of the maximum interest to the society and community, implements the activities that are creative and beneficial in supporting the activities of agencies, and supporting monetary matters and equipment for education, for promotion of the youth and Thai society's strong quality of life in order to reinforce the sustainable social foundation of the country accordingly.

4.9 Fair Competition

The company has determined to conduct business in line with Antitrust Law or Competition Law while supporting both fair and free trade with no favoritism or unfairness. Adherence to and compliance with Antitrust Law or Competition laws, in Thailand and in whichever country, are regarded as a key business principle of the Company. This includes adherence to law, rules and any relevant regulations regarding such law. Therefore, the company must operate its business with due care and in line with any established guideline of the Company.

4.10 Prevention of Money laundering and Terrorist Financing

The company has determined to prevent itself at all times from falling into any cycle of money laundering or the financing of terrorism. This is achieved by establishing a set of clear policies and guidelines for the company to follow when conducting business. The company places great importance on the stringent monitoring and reporting to responsible authorities any sign of misconduct or unlawful acts. And at the same time, accurate accounts and records of all transactions, financial facts and assets, are to be professionally and properly maintained as stipulated by applicable national and international laws.

4.11 Opposition to Corruption

The Company strongly determines to fight against corruption, for instance it shall not accept any form of corruption. It is also specified that the Company including any person and any department whose work concerning with business operation shall strictly comply with the anti-corruption policy. When they are dealing transaction or business with any official or any agency, they shall place importance on transparency and honesty in order to avoid any undertaking which might be inappropriate and contrary to good governance principle. Moreover, bribery to the official to make them facilitate the Company's or for benefits of the Company's business shall also be against. Highest disciplinary penalty shall be imposed to those who violate this policy. The Company also provides channel to notify clue on misconduct or complaint as follows:



**Corporate Secretary: by sending a letter via postal service or directly by hand to:
Corporate Secretary,**

IT City Public Company Limited, The Palladium World Shopping Mall
555 Fl. B1,B2 ,5 Ratchaprarop Rd.,Makkasan Subdistrict,
Ratchathe District, Bongkok 10400or E-mail: companysec@itcity.co.th

Internal Audit Department:

IT City Public Company Limited, The Palladium World Shopping Mall
555 Fl. B1,B2 ,5 Ratchaprarop Rd.,Makkasan Subdistrict,
Ratchathe District, Bongkok 10400orE-mail: chirawan_p@itcity.co.th

**Protection of person who informs clue on misconduct, violation or files a
complaint.**

Any employee or officer who files complaint, notifies clue, gives statement or provides information with honesty and does not have any intention to defame or cause damage to any person or the Company shall be protected from the Company, for instance, his/her position, job or workplace shall not be changed, or he/she shall not be suspended from job nor shall be threatened, harassed or treated unfairly. However, if it is necessary to change or cancel the protection measure for any person prior the arrangement under this policy becomes finalized, such undertaking must be granted approval from the Audit Committee first.

4.12 Enhancement of the Good Corporate Governance Policy

The Company has the policy to monitor the progress of the good corporate governance policy at the international level, and periodically update the policy to be up-to-date and appropriate at all times

