



SUBSIDIARIES' GOVERNANCE AND MANAGEMENT POLICY **OF TRIPLE I LOGISTICS PUBLIC COMPANY LIMITED**

The Board of Directors has approved to revise the Subsidiaries' Governance and Management Policy with an objective to implement direct and indirect measures and mechanisms for the Company to effectivity govern and manage its subsidiaries. This includes the monitoring of subsidiaries to implement their own's measures and mechanisms to be as if the subsidiaries are a department of the Company. It also aims for the subsidiaries to be in compliance with the Company's policies and practice guidelines, the public company laws, the civil and commercial codes, the securities and relevant laws, announcements, rules and regulations made by the Securities and Exchange Commission and the Stock Exchange of Thailand. This is to protect investment's interests of the subsidiaries.

The Company shall adhere to legal terms and conditions which stipulate that should this policy decrees on the any actions or transactions that has significant implications to the financial and business performance of the subsidiaries, such actions and transactions must be approved by the Board of Directors of the holding company (as applicable). The Company's board of directors shall hold a board or shareholder meeting to approve the actions or transactions in questions before the subsidiaries may proceed to arrange internal board and/or shareholder meetings for the approval of the actions or transactions. To this end, the Company is required to disclose information and to fully comply (or to be waived or without conflict or violations with) the regulations, conditions, process and procedures on the actions and transactions to be approved as stipulated in the public company laws, the civil and commercial codes, the securities law, any relevant laws and announcements, rules and regulations made by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company's Board of Directors has a scope of duty and responsibility to govern the management structure and business of the Company and its subsidiaries to be in compliance with the business plan, objectives and strategies as dictated by the shareholder's resolutions in line with honesty, legal requirements, objectives and the Company's rules. The Company shall also govern and monitor its subsidiaries to ensure their compliance with the securities law and the Stock Exchange of Thailand's regulations, and relevant laws and Company's policy. In summary, the following points must be followed.



Article 1. The following cases must be approved by the Company's Board of Directors meeting and/or the shareholder meetings (as applicable).

(1) The matters requiring board of directors meeting approval;

- (a) Appointments or nominations of directors and executives of the subsidiaries or the associated companies shall be based on the Company's shareholding structure in the subsidiaries or the associated companies. The directors appointed or nominated by the Company shall have discretions to vote in the subsidiaries' board of directors meeting on the general business and management matters as appropriate for the benefits of the Company and the subsidiaries or the associated company (as applicable). Except under one the matter under the provision of the Article 1 in this policy.

The aforementioned directors and executives shall be the individuals whose names appear on the White List and shall not have the qualifications, roles, duty and responsibility deemed as untrustworthy under the Securities and Exchange Commission's announcement on the untrustworthy characteristics of company directors and management.

- (b) In the event where the subsidiaries engage in transactions with the related third-parties or the transactions involving the acquisition or disposal of the company's assets. The transactions are permissible as specified by the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations. However, if the calculated transaction value is under the provision of the said regulations, the transactions must be approved by the Company's Board of Directors.
- (c) Approval for annual dividend and interim dividend payments (if any) of the subsidiaries.
- (d) Revision of subsidiaries' rules. Except the case of rules governing significant matter under the provision of Article 2 which must be approved by the Company's shareholders meeting.
- (e) Subsidiaries' annual budget approval.
- (f) Appointment of auditor, only when the auditor in question is not the full member of the same association with the Company's auditor which officially requires the appointed auditor of the subsidiaries to be a full member of the same auditor office with the Company's auditor.

Transactions stipulated in the provision of the Sub-articles (g) to (n) are considered as transactions of significant matter. When the subsidiaries seek to engage in the significant matter transaction impacting financial and business performances, the subsidiaries' directors appointed by the Company must seek approval from the Company's Board of Directors before voting in the subsidiaries' board meetings. This is applicable to the case where the subsidiaries enter into the transaction and the Company has an obligation to follow the regulations on acquisition or disposal of the company's asset of the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations. For which the transactions must be approved by the Company's board of directors. The transactions include;

- (g) When the subsidiaries preform transactions with the related third-party or the transactions involving acquisition or disposal of the company's assets. This is permissible by the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations. The transactions that fall within the calculated value provision of the aforementioned regulators must be approved by the Company's board of directors.
- (h) Transferring and relinquishing the benefits in the value higher than the approval authorities of the Company's board of directors. This is applicable for payment approvals or the relinquishing the rights to claim damages from the damage-inflicting parties on the subsidiaries.
- (i) Selling or transferring of the subsidiaries in whole or in a significant part to third parties.
- (j) Acquisition or transferring of other businesses into the subsidiaries'
- (k) Entering into, revising or cancelling business lease contracts of subsidiaries in whole or in a significant part. Authorizing third parties to manage subsidiaries or entering in to joint venture with the propose of profit sharing.
- (l) Leasing or hire-purchasing of business or assets of the subsidiaries, in whole or in a significant part.
- (m) Borrowing, lending, providing credits, guaranteeing and entering into obligations that increase financial obligations of the subsidiaries in the event when the third parties have liquidity problem or unable to repay debts or to provide other forms of financial assistance to third parties that are not normal business activities of the subsidiaries.
- (n) Liquidation of subsidiary companies.



- (o) Transactions that are not normal business activities of the subsidiaries which pose significant impact on the subsidiaries.
- 2. The matters that must be approved at shareholders meeting by at least three-quarter (3/4) of the vote in by the presented shareholders before the commence of the transactions.
 - (a) When the subsidiaries perform transactions with the related third-party or the transactions involving acquisition or disposal of the company's assets, in the case which the company has obligation to the announcement by the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations Re:Rules on Acquisitions or Disposals of Assets and/or Connected Transactions (as applicable). The transaction values, calculated using the valuation formula determined by the SET/SEC, must be approved by the Shareholder.
 - (b) Capital increase by new share issuance of the subsidiaries. This include the share allocation, reduction in registered capital that is not in line with the original shareholding proportion or any actions that dilute the shareholding either directly or indirectly or in any way of the Company in its subsidiaries that result in the losing of controlling power under the legal provision. This is applicable only to transactions that fall within the calculated transaction value formula which must be approved by the Company's Board of Directors. (This is permissible by the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations).
 - (c) Liquidation of subsidiaries. This is applicable only to transactions that fall within the Company's transaction value guidelines must be approved by the Company's board of directors. This is permissible by the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations on the acquisition and disposal of assets.
 - (d) Other transactions that are not normal business of the subsidiaries and pose significant impacts on the subsidiaries. This is applicable only to transactions that fall within the calculated transaction value formula which must be approved by the Company's board of directors under the Capital Market Supervisory Board and the Securities and Exchange Commission's regulations on the acquisition and disposal of assets.



- (e) Revision of subsidiaries' rules which may result in significant financial and business performances of the subsidiaries that include but not limited to the subsidiaries' rule revision on the nomination or appointment of directors or executives of the subsidiaries based on the Company's shareholding, the voting right of the Company's appointed directors in the subsidiaries' board meetings, the voting right of the Company in subsidiaries' shareholders meeting and/or dividend payments of the subsidiaries, etc.

Article 2. The Company shall monitor and ensure that the Company's appointed directors in the subsidiaries comply with Company's duty, responsibility, policy and legal requirements along with the approval authority.

Article 3. The Company shall monitor the performance of its subsidiaries to ensure that the performance constantly meets the business plan and budget. It shall ensure that the subsidiaries disclose their financial and business performances. Ensure accurate and complete reports on relating transaction, acquisition and disposal records under the permissible regulations of Capital Market Supervisory Board and the Securities and Exchange Commission (as applicable).

Article 4. The Company's appointed directors in subsidiary companies shall have the following duties;

- (1) Disclose and report directors and related parties' interest in any transactions involving other businesses that may be in conflict with the Company and/or subsidiaries' interest to the Board of Directors of or individuals appointed by the subsidiaries within the timeframe specified by the subsidiaries. The subsidiaries' board of directors shall inform the Company's Board of Directors with in the required timeline for the considerations or approvals to be made for the benefits of the Company and its subsidiaries.

The directors and executives of the subsidiaries shall not approve in any matters with conflict of interest.

The following actions by subsidiaries' directors or executives are considered to be the actions resulting in undue benefits or causing damages to the Company or subsidiaries. Such actions shall be assumed to be a significant conflict of interest.



- (a) Transactions between the subsidiaries and their directors or executives or individuals relating to the directors and executives that are not in compliance with the related transaction terms.
 - (b) The use of Company or its subsidiaries' insider information, except the publicly available information.
 - (c) The use of Company and/or its subsidiaries resources or business opportunities in violation of the terms or general practice as specify by the Capital Market Supervisory Board.
- (2) Publish business plan, business expansion plan, major investment plan along with joint ventures with third parties to the Company through the monthly and/or quality reports and presentations or reports must be made as request by the Company.
- (3) Report or submit relevant information or documentations on the business operations or other appropriate documentations as requested by the Company.
- (4) Take responsibility for the subsidiaries to adopt effective and robust internal control, risk management and anti-fraud and corruption systems in full compliance with the Company's policies, legal requirements and announcements, rules and terms as stipulated by the Capital Market Supervisory Board and the Securities and Exchange Commission and the Stock Exchange of Thailand. This is to demonstrate that the subsidiaries implement sustained mechanism to constantly and trustfully disclose information on significant transactions as required. There also be effective communication channels for the Company's directors and executives to monitor financial and business performances, the transactions between the subsidiaries and subsidiaries' directors and executives and the subsidiaries' significant transactions. Additionally, there shall be the implementation of subsidiaries' auditing mechanism by the Company's internal audit terms and the independent directors who shall be given direct information access. The audit results shall be report to the Company's directors and executive to ensure that the subsidiaries are in regular compliance with the implemented work process.
- (5) Closely monitor the performances of the subsidiaries to ensure that the performances meet the Company's target.
- (6) Execute duties as specified by the subsidiaries' board of directors and/or the subsidiaries' shareholders meetings.
- (7) Consider and vote on the general business matters of the subsidiaries as appropriate in the subsidiaries board of directors' meetings in the manner that

maximizes the benefits of the subsidiaries and the Company. Except the following matters, which have to be approved by the Company's board of directors and/or the shareholders meetings and when the matters are required to follow the terms of the Capital Market Supervisory Board and the Securities and Exchange Commission and the Stock exchange of Thailand (depending on the case). This includes;

- (a) Transactions of the subsidiaries under the related-transactions and the asset acquisition and disposal announcements.
- (b) The significant transactions that may pose significant impacts on the subsidiaries' financial and operating performances. These include;
 - Selling or transferring of the subsidiaries in whole or in a significant part to third parties.
 - Acquisition or transferring of other businesses into the subsidiaries.
 - Termination of subsidiary companies.
 - Transferring and relinquishing the benefits and the significant rights to claims on damages to the subsidiaries.
 - Borrowing, lending, providing credits, guaranteeing and entering into obligations that increase significant financial impacts on the subsidiaries.
 - Changing in the subsidiaries' rules.
 - Capital increase, share allocation, reduction in registered any actions that dilute the Company's shareholding either directly or indirectly or in any way by more than 10% of the paid-up shares in the subsidiaries or any when remaining shareholdings is fewer than 50% of the paid-up share in the subsidiaries.
- (8) Monitor the subsidiaries to ensure that their business operations comply with the Company policies and practice guidelines such as the good governance policy, the anti-fraud and corruption policy, the policy and practice guidelines on receiving-giving gifts, hospitalities and other benefits, the anti-fraud and corruption handbook, etc.

Article 5. The Company's appointed directors and executives and the subsidiaries' personnel, employee, the designated individuals by the subsidiaries including the spouses and children un the age of 20 years (the legal transaction age) of the aforementioned individuals are forbidden to use internal information of the Company



and its subsidiaries which may be obtained through work responsibilities or otherwise which may pose significant impacts on the subsidiaries and/or the Company for the direct or indirect personal or other's gains and with or without financial payments.

This policy is effective from 21 February 2023 per approval of the 1/2023 board of directors meeting.