

(Translation from Thai text)

### **Good Corporate Governance Policy**

The Company places a high value on compliance, monitoring, and evaluation of Good Corporate Governance and the Code of Business Conduct. The Board of Directors and executives must be CG leaders and practitioners, advising, communicating, and enhancing knowledge and understanding of Good Corporate Governance and Business Ethics among executives, management, and employees, as well as serving as role models for other organizations. The Company actively monitors compliance to ensure the effective and ethical management of the Company's business.

The Company, in collaboration with departments, must regularly and continuously enhance the directors, management, and employees on this matter, and report the findings to the Board of Directors.

**Discipline:** The Good Corporate Governance and the Company's Code of Business Conduct is one the discipline that the Chairman of the Board of Directors and executives, as supervisors, must monitor and advise subordinates to maintain and strictly adhere to. The violation or noncompliance is a disciplinary offence that will be punished based on the severity or consequences of the occurrence, and the supervisor will face disciplinary action.

**Definition:**

1. "The Company" refers to Unimit Engineering Public Company Limited.
2. "Subsidiary Company" refers to Unimit Engineering (Myanmar) Co., Ltd. and Unimit Engineering (Hong Kong) Co., Ltd.
2. "Board of Directors" or "Director" refer to The Board of Directors or Director of Unimit Engineering Public Company Limited.)
3. "Executives" or "Management" refer to Senior Executive and Executive of Unimit Engineering Public Company Limited.
4. "Employees" refer to employees, contract employees, and consultants of Unimit Engineering Public Company Limited, as well as hired companies and associate workers.
5. "Stakeholders" refer to Shareholder, Customers, Employees. Society, Communities, Traders and Sellers, Creditor. Competitor
6. "Authorized Persons" refer to Unimit Engineering Public Company Limited authorized personnel.
7. "Conflict of Interest" refers to any activity that may have personal needs or of the person involved, whether by blood or otherwise, to influence decisions that may impede or hinder Unimit Engineering Public Company Limited's best interests.
8. "Related Persons" refer to people who are related in one of the following characteristics:
  - (1) Persons exercising control over the Company's business, and in the case of juristic persons, directors of that legal entity.
  - (2) Spouse, minor children, or adopted children of Directors or Executives, or persons under (1)
  - (3) Juristic persons who have control over the business under (1) or (2).
  - (4) Other individuals with the characteristics specified by the Capital Market Supervisory Board

When a person acts with the understanding or agreement that if the Company engages in transactions that provide financial benefits to that person, the directors, executives, or individuals listed in (1) or (2) are considered to be related persons involved in the transaction.

### **Supervision of the operations of subsidiaries and associated companies (if any)**

The Company supervises and formulates policies through the appointment of executive directors to represent the subsidiaries. If the subsidiary engages in operations that have a significant impact on the Company, such as entering into additional business agreements with business partners. The subsidiary must first propose the matter and obtain approval from the Board of Directors meeting.

### **Policies and Procedures for the Board of Directors**

The Board of Directors has always been committed to and adhered to the Principles of Good Corporate Governance for Directors of Publicly Traded Companies. The Board of Directors establishes the policy and direction of the Company's business operations and oversees management's operations to ensure they are on track, while addressing the principles of shareholder and stakeholder rights and equality, as well as the Board of Directors' roles and independence responsibilities, Information Disclosure and Transparency, Risk Control and Management, and Business Ethics.

#### **1. The Board of Directors' Roles and Responsibilities**

The Board of Directors has contributed to the development of the Company's strategy, goals, business plan, and budget, as well as overseeing management to ensure that the business plan and budget are implemented efficiently and effectively, as well as providing appropriate Internal Control System, Internal Audit, and Risk Management. The Board of Directors also defines the scope of authority and duties of the Board of Directors, the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, Risk Management and Corporate Governance Committee, and the Chief Executive Officer to clearly separate responsibilities. The Company requires regular financial reports under the supervision of the Audit Committee to ensure that the Company can achieve its goals and maximize economic value for the Company and maximize returns to shareholders.

#### **2. Combining or excluding Position**

The Chairman of the Board of Directors has no relationship with the Chief Executive Officer and is not the same person. Each Committee's scope of duties is clearly defined to separate the duties of policy formulation, supervision, and regular administration. As a result, the Chairman of the Board of Directors and the Chief Executive Officer have no control over the Company.

#### **3. Non-executive director counterbalancing**

The Company has a high proportion of non-executive directors, which balances the power to perform the duties of directors involved in management. In addition, one-third of the Audit Committee members are also members of the Board of Directors. The qualifications of the Audit Committee members are in accordance with the SET Notification on Qualifications and Scope of Operation. The Audit Committee, which represents minority shareholders, is in charge of overseeing the Company's operations to ensure accuracy and transparency.

#### **4. Directors' Remuneration**

The Company has determined directors' remuneration based on a transparent Board remuneration process approved by shareholders, taking into account the appropriateness and consistency of the responsibilities, as well as the company's financial situation. Directors who are assigned to other committees will receive additional compensation based on the increased workload.

#### **5. Board of Directors Meetings**

The Company has scheduled a meeting of the Board of Directors once every 3 months and may hold additional special meetings as needed, with the Secretary of the Board of Directors sending an invitation letter and documents to the Board of Directors at least 3 days prior to the meeting. There is enough time for consideration, and the invitation letter clearly states the agenda with complete and clear supporting documents. The Minutes of Meetings are written for each meeting, and the Minutes of Past Meetings are archived. Certification from the Board of Directors is available for review by the Board of Directors and related parties.

To constitute a quorum, at 2/3 of the total number of directors must be present at each meeting.

## **6. Formation of Subcommittees**

The Board of Directors has formed various sub-committees to study and scrutinize the work as needed, particularly when impartiality is required to diagnose and clearly define policies, roles, responsibilities, and work processes such as meeting attendance and reports to the Board of Directors. The sub-committees consist of Audit Committee, Nomination and Remuneration Committee, Risk Management, and Corporate Governance Committee.

## **7. Appointment of a Company Secretary**

The Company Secretary is appointed by the Board of Directors to oversee the smooth and transparent operation of the Board of Directors' and Shareholders' Meetings in accordance with rules and regulations, and applicable laws.

## **8. Board of Directors' Report**

The Board of Directors has the authority and responsibility to oversee the Company's operations in accordance with the law. The objectives of the Company's Articles of Association and the Resolutions of Shareholder's Meeting are carried out with honesty and care to protect the best interests of the Company and shareholders as a whole, both now and in the long term, as well as to comply with the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, as well as being the highest responsible for the approval of the Company's Annual Financial Statements. The Board of Directors has carefully considered such Annual Reports are duly prepared in accordance with Accounting Standards, including an adequate disclosure of important information in the Notes to Financial Statements.

## **9. Development of the Board of Directors**

The Company requires an orientation for new directors every time to gain knowledge and understanding of the Company's business and direction in order to prepare for the performance of duties of directors. The Company Secretary is the liaison in the following areas:

1. Business Structure and Board of Directors Structure, Scope of Authority, and Applicable Laws
2. General business knowledge, operational guidelines, and visits to manufacturing processes
3. Meeting with the Chairman of the Board of Directors, Director to discuss the business operations of the Company

The Company has encouraged directors to attend seminars on courses that will benefit to the performance of duties, such as the Thai Institute of Directors' courses such as Director Certification Program (DCP) and Director Accreditation Program (DAP), etc.

## **10. Supervision of the Use of Inside Information**

The Company has a policy and procedures in place to monitor directors, executives, employee who use the Company's inside information for personal gain, such as securities trading, especially one month before and one day after the financial statements are made public.

- Provide education to directors, executives in various departments about executive duties to report the Company's securities holdings and penalties under the Securities and Exchange Act B.E. 2535 (1992) and the Stock Exchange of Thailand's rules and regulations.

- According to Section 59 of the Securities and Exchange Act B.E. 2535 (1992), the Company requires executives and management to report changes in securities holdings to the Securities and Exchange Commission (SEC).

- The Company has sent a circular informing directors, executives that executives who receive inside information should not buy or sell the Company's securities within one month of the financial statements being published and one day of the financial statements being disseminated to the public, and that they should be aware of the legal penalties as well as the Company's penalties. If the executives refuse to cooperate, or if it is discovered that they used inside information or acted in a way that could cause damage to the Company.

The company requires directors and senior executives to notify the board of directors at least one day in advance of any share trading activities, through the company secretary.

## **Shareholder and Stakeholder Policies and Guidelines**

### **1. Shareholders' Equitable Rights**

The Company recognizes the importance of shareholders and has a policy of treating all shareholders equally and in accordance with the law, including the Right to attend shareholder meetings, express opinions, make suggestions, and participate in the Company's business consideration. The right to vote by proxy, the right to elect and remove individual directors, the right to vote on auditor appointment and remuneration, and the right to receive information, operating results, and management policies from the Company.

### **2. Stakeholders' Rights**

The Company values all stakeholders, including shareholders, customers, business partners, management, employee, society, and surrounding communities, and respects stakeholders' rights by adhering to laws and ensuring that such rights are protected with equal treatment. The Company also encourages collaboration between the Company and its stakeholders in order to create stability, jobs, and stable businesses.

### **3. Connected Transactions and Prevention of Conflicts of Interest**

The Company has taken precautionary measures against Connected Transactions and transactions with Conflicts of Interest by carefully establishing procedures for consideration with honesty, rationality, and independence within the framework of good ethics, as well as full disclosure of information to prevent Conflicts of Interest of the Company as a whole.

### **4. Anti-Corruption**

The Company is committed to conducting business with integrity, transparency, fairness, and in accordance with good Corporate Governance Principles and does not tolerate all forms of corruption and bribery. The Company has established an Anti-Corruption Policy and prepared Anti-corruption and Bribery guidelines or incentives as guidelines for subsidiaries, directors, executives, management, and Employees. The Company has joined the Thai Collective Action Coalition Against Corruption (CAC).

### **5. Implementation of sanctions for noncompliance with the Policy and Guidelines**

The Company has provided measures for whistleblowing or complaints of illegal acts, Codes of Conduct, or behaviors that may imply corruption or misconduct of persons in the organization, both from employees and other stakeholders, including an inaccurate financial reports or defective Internal Control Systems, and a mechanism to protect whistleblowers in order for stakeholders to participate in monitoring the Company's interests more effectively.

### **6. Business Code of Conduct**

The Company has determined the directors to abide by the Code of Best Practices for Directors of Listed Companies. The Board of Directors understands its roles, duties, and responsibilities to apply knowledge, skills, and experience to benefit the business operations and ethics in conducting business and must perform duties in accordance with the law, vision, objectives, goals, and Articles of Association, as well as shareholder meeting resolutions, with honesty, integrity, and take the Company's and shareholders' interests into account. In addition, work regulations have been established to provide general employees with guidelines for carrying out their duties honestly and with integrity. The regulations specify that penalties will be imposed if any of these regulations are violated.

The Company has developed a written Code of Conduct Manual that incorporates rules, regulations, and guidelines to meet concrete business standards established by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand into the Company's practices. This guideline has been prepared as a working criterion to assure all stakeholders that the Company's business operations are ethical and in accordance with the law, and it is the responsibility of all employees to acknowledge and comply with the eight guidelines listed below.

1. Compliance with applicable laws and regulations.
2. Performing duties with responsibility, honesty, diligence and discipline.
3. Conflict of Interest.
4. Confidentiality of the Company.
5. Protection of the Company's Assets
6. Anti-Corruption, Bribery and Operational Incentives

7. Exercising Social and Political Rights
8. Fair Treatment of Stakeholders

**Other Policies and Practices based on Good Corporate Governance Principles.**

**1. Confidentiality**

The Company keeps confidential information from being leaked to third parties. In particular, information that may have an impact on the Company or stakeholders.

**2. Disclosure of Information**

The Company discloses information accurately, completely, timely, without exaggeration, both with positive and negative effects. A Central Public Information Agency makes information available to all stakeholders in an equitable, transparent, and trustworthy manner.

**3. Finance and Accounting**

The Company is responsible for documenting the transaction, preparing, assessing, disclosing, and maintaining accounting and financial reports in an accurate, complete, reasonable, reliable, transparent, and timely manner, in accordance with Generally Practiced and Accepted Accounting Principles and Standards. The Company conducts all financial transactions in the best interests of the Company, Shareholders, and other Stakeholders, with honesty, fairness, transparency, and efficiency.

**4. Application of Information and Communication Technology**

The Company provides Information and Communication Technology to support business operations. The executives, management, and employees must use Information and Communication Technology properly and efficiently, in accordance with applicable laws and policies, for the best interests of the Company.

**5. Safety, Security, Occupational Health, and Environment**

The Company is committed to conducting business without affecting safety, security, occupational health, and environment and has implemented an international management system. Executives, management, and employees value and strictly adhere to the laws, Company's policies, standards, and requirements regarding safety, security, occupational health, and the environment in all areas where the Company conducts business.