



Good Corporate Governance



ASIA'S BOUTIQUE AIRLINE
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Corporate Governanace

The Company upholds and complies with the principles of good corporate governance in operating the Company's business by the directors, management and employees; and considers that the principles of good corporate governance is an essential factor to support the overall achievement of the Company as the organization responsible for the society. The Company's policies on corporate governance will comply with the guideline on good corporate governance in accordance with the Principles of Good Corporate Governance for Listed Companies, 2012 set by the Stock Exchange of Thailand. The details of the policies on Good Corporate Governance are as follows:

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The policies on Corporate Governance complies with the Principles of Good Corporate Governance for Listed Companies, 2012 set by the Stock Exchange of Thailand, which is a guideline in preparing the policies on corporate governance of listed companies in accordance with the principles of corporate governance of the Organization for Economic Co-operation and Development (OECD) and ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard) that comprise five following topics.

1. Shareholder's rights

Principle: The shareholders have the rights in an ownership of "The Company", hence "The Company" should encourage the shareholders to exercise their rights.

Good practice:

"The Company" realizes an importance of rights exercise by the shareholders and wouldn't engage in any actions deemed violating, limiting, or depriving the shareholders' rights. On the other hand, "The Company" would foster and facilitate all groups of shareholders to meet and constantly exercise their rights on different issues for the benefits of "The Company" and the shareholders themselves.

The shareholders' rights don't merely include the rights in trading, selling, or transferring shares; but they also include the rights to receive the dividends, the rights in obtaining news and important

notifications about the business or that may have any effects on the business, the rights in attending the shareholders' meetings and voting on any matters.

2. Equal treatment to shareholders

Principle: Every shareholder should be equally treated and subject to fair treatment.

Good practice:

“The Company” will govern on equal and fair treatment to all groups, including the major and minor shareholders, by assigning directions and instructing equal approach on information disclosure; giving an opportunity to the minor shareholders to propose or consider any matters during the shareholders' meetings. For examples, the nomination of candidates by minor shareholders can be done in advance or allowing minor shareholders to propose any agenda item and on screening those proposed by them. This includes assigning preventive measures against abusive self-dealing, or an exploitation of internal information for own benefit which may render illicit effects to all other shareholders such as insider trading. “The Company” also assigned the directors and management to disclose the information relating to the interests of the directors, management and related party to eliminate any conflict of interests. The directors and/or the management who are bound to such tendency aren't allowed to consider, give any opinion, or continue with such conflict through any transaction. Moreover, “The Company” will constantly organize activities to create good relations among the shareholders and between the shareholders and “The Company”.

3. Stakeholder's roles

Principle: The stakeholders should be taken care of by “The Company” through the rights of relevant laws. “The Company” should have a mechanism or procedures to promote collaboration between “the Company” and the stakeholders.

Good practice:

“The Company” sets policy for decent and fair treatment to each stakeholder group by considering their rights either by the rule of law, commercial agreement or by the mission that they have with “The Company”. Meanwhile, “the Company” will develop a mechanism of stakeholder's participation including any collaborations with “the Company” to support the business in a viable and sustainable manner.



Moreover, “the Company” already has the corporate social responsibility policy in place. This policy is based on the social and environmental factors which relate directly to the business.

To achieve the objective of this practice; the key stakeholders are the clients, business partners, employees, shareholders, investors, creditors, community, social units, government sector, business competitors, etc.

4. Disclosure and transparency

Principle: “The Company” should conform to a disclosure of key relevant information of “the Company” in a correct, complete, timely, and transparent manner through channels which are equally accessible and reliable.

Good practice:

“The Company” realizes and emphasizes on the information quality. This includes the correct disclosure that is done in a complete, timely, and transparent manner through channels which are equally accessible and reliable. “The Company” has the policy to disclose both financial and non-financial information sufficiently, reliably, timely, and currently. The information that is disclosed must be thoroughly prepared, clear, precise, auditable, and using language that is concise and easy to understand. Such disclosure must be carried out regularly by presenting both positive and negative points, and conforming to rules, laws, relevant government sector’s regulations, and “the Company’s” regulations.

5. Responsibility of the Board of Directors

Principle: The Board of Directors plays a key role in supervising business towards the highest benefit of “the Company”. They are responsible for their roles to the shareholders and independent from the management.

Good practice:

The Board of Directors consists of directors who obtain various work experiences, skills, and expertise in particular fields which contribute benefits to the business of “the Company”.

The Directors are to perform their duties with integrity, carefulness, and meticulousness; while consider the highest benefits for “the Company” and to the shareholders as a whole. All Directors are prompt to devote time to perform their duties that they are responsible for to

the most of their capacity. It's also a duty for the Directors to attend every Board's meeting unless when there's an appropriate reason for their absence.

The Board of Directors must set the vision, business direction, and strategies which are clear and practical along with the regulation and monitoring procedures, including an efficient evaluation procedures on the management work. All directors understand their duties and responsibilities as well as the nature of the business very well. They are prompt to independently share their opinions and ready to cope with any changes as it's prone to occur from time to time.

The Board of Directors will distinctly assign roles and responsibilities between the Board of Directors and the executive management while also regulate "the Company" to have a certain work flow that can be assured as lawful and ethical.

"The Company" has the Director selection process in place for consideration at the shareholders' meeting. This must be done transparently, and without any domination of the shareholders who has rights to control or belong to the executive management team. The Directors are not allowed to stipulate their own remuneration which is considered their direct interest. On the other hand, there must be certain procedures to set appropriate remunerations that are transparent and without any dominations of any particular individual or party.

