



Good Corporate Governance Policy

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	Good Corporate Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :2/44

Table of Contents

Subject	Page
Introduction to Good Governance	4
Definitions	5
Chapter 1Board of Directors	
1. Composition of the Board of Directors	6
2. Qualifications of Directors	6
3. Qualifications of Independent Directors	6–8
4. Nomination and Appointment of Directors	8
5. Chairman of the Board and Chief Executive Officer	8–9
6. Term of Office of Directors	9–10
7. Roles, Duties and Responsibilities of the Board	10
8. Board of Directors’ Meetings	11
9. Sub-Committee	11–12
10. Management Committees Reporting to the Board and Sub-Committees	12
11. Remuneration for Directors and Executives	13
12. Directorship in Other Companies	13–14
13. Board Performance Evaluation	14
14. Company Secretary Office	14
15. Orientation and Continuous Knowledge Development for Directors and Executives	15
16. Performance Evaluation of the Chief Executive Officer	15
17. Communication with Management and Access to Independent Advisors	15–16
18. Executive Succession Plan	16
Chapter 2Rights and Equitable Treatment of Shareholders	
1. Right to Receive Share Certificates and Buy, Sell, Transfer Shares	16
2. Right to Propose Meeting Agenda and Submit Questions in Advance	16–17
3. Right to Attend Shareholders’ Meetings	17–21



	Good Corporate Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :3/44

Table of Contents

Subject	Page
Chapter 3Role of Stakeholders	
Policies and Guidelines Toward Various Stakeholder Groups	
Policies and Guidelines Toward Shareholders	22
Policies and Guidelines Toward Employees	23
Policies and Guidelines Toward Customers	23–24
Policies and Guidelines Toward Business Partners	24
Policies and Guidelines Toward Creditors	24–25
Policies and Guidelines Toward Government Agencies	25
Policies and Guidelines Toward Media	25
Policies and Guidelines Toward Competitors	26
Policies and Guidelines Toward Communities and Environment	26
Chapter 4Disclosure and Transparency	27–32
Chapter 5: Risk Management and Internal Control	
Risk Management	33
Anti-Corruption Policy	34
Anti-Fraud Policy	34–36
Whistleblowing Channels for Fraud	36–37
Measures for Protection and Confidentiality	37
Dissemination of Anti-Corruption Policy	37–38
Revision History	39


	Good Corporate Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :4/44

Introduction

JMT Network Services Public Company Limited and its subsidiaries (the “Group”) place great importance on good management processes, systems, and practices. The Board of Directors has established control mechanisms and checks and balances to ensure efficient and transparent management that can be audited. The Group has a Board of Directors and executives with vision and responsibility, respect for shareholder equality, consideration for stakeholders, adherence to ethical business conduct under good corporate governance principles, and participation in social, community and environmental responsibility. Policies have been established for employees at all levels to acknowledge and follow, along with encouragement for employees to continuously participate in social assistance activities. This is crucial for building confidence among investors, financial institutions, business partners, shareholders, customers, and related parties.


The Board of Directors has established a corporate governance policy to keep it current and suitable for potential changes in the business environment, as well as to align with the guidelines approved by the Stock Exchange of Thailand to revise the “Principles of Good Corporate Governance for Listed Companies” in order to elevate the company’s corporate governance practices to international standards. The Board has determined this corporate governance policy in accordance with the five principles of good corporate governance as follows:

1. Board of Directors
2. Rights and Equitable Treatment of Shareholders
3. Roles of Stakeholders
4. Disclosure and Transparency
5. Risk Management and Internal Control

	Good Corporate Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :5/44

Definitions

Company	Refers to JMT Network Services Public Company Limited
Group	Refers to JMT Network Services Public Company Limited and its subsidiaries
Board	Refers to the Board of Directors of JMT Network Services Public Company Limited
Management	Refers to the executive team of the JMT Network Services group
Senior Executives	Refers to the Chief Executive Officer, Managing Directors of JMT Network Services Public Company Limited and its affiliates
Employees	Refers to all employees of the JMT Network Services group
Shareholders	Refers to the shareholders of JMT Network Services Public Company Limited
Corporate Governance	Refers to the efficient, transparent, auditable management of the company while considering all stakeholders and adhering to good corporate governance guidelines
Business Code of Conduct	Refers to the ethical standards, rules and behavioral guidelines that serve as a reference for the organization or public with vested interests in order to establish behavioral standards, legal frameworks and traditions to guide operations within the organization.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :6/43


Chapter 1: Board of Directors

(1) Board Composition

The Board of Directors comprises qualified professionals with extensive knowledge, capabilities, and diverse experiences in various fields (Board Diversity) that benefit the company. The Board has an appropriate number of directors to oversee the company's business. The Board composition is balanced with no less than five members, comprising independent directors of at least one-third of the total number of directors and no less than four independent directors in accordance with SEC regulations. Non-executive directors must make up no less than one-half of the Board, with at least one director having experience in the company's business lines to provide checks and balances between non-executive and executive directors. The number of non-independent directors should fairly represent the proportions of shareholdings in different shareholder groups. The company promotes and encourages the Board to have many independent directors, as this is considered appropriate for enabling effective Board performance. The number of listed companies on which each director can hold directorship is limited to no more than five to ensure directors can dedicate sufficient time to performing their duties.

(2) Qualifications of Directors

1. Directors must possess knowledge, capability, integrity, ethics in conducting business, and have sufficient time to dedicate their knowledge, ability and perform duties for the company.
2. Directors must have qualifications and not be prohibited under the laws on public limited companies and other relevant laws. They must also not possess characteristics which indicate a lack of suitability to be entrusted with managing a public company as specified in Section 89/3 of the Securities and Exchange Act B.E. 2551(2008))No.4).
3. Directors may hold directorships at other companies, provided that doing so does not obstruct their performance of duties for the company and complies with guidelines set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.


	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :7/43

(3) Qualifications of Independent Directors

Independent directors must not perform executive duties, must be independent from management and controlling shareholders, and must not have any business relationship with the company that may restrict independent opinion. They must meet the qualifications set by the Capital Market Supervisory Board as follows:

1. Holding no more than 1% of total voting shares of the company, subsidiaries, associates, parties with potential conflicts, major shareholders or controlling parties of the company. This includes shares held by related people of the independent director.
2. Not being or having been an executive director, employee, staff, monthly salaried advisor, or controlling person of the company, subsidiaries, associates, same-level subsidiaries, entities with potential conflicts, major shareholders or controlling parties of the company, except having been discharged from such positions for at least 2 years before the appointment.
3. Being a director who does not have a blood relationship or legally registered relationship as a parent, spouse, sibling, or child, including the spouse of a child, of other directors, executives, major shareholders, or controlling persons of the company or persons who will be nominated as directors, executives or controlling persons of the company or its subsidiaries.
4. Not being or having been a director with business relationships with the company, subsidiaries, associated companies, entities that may have conflicts of interest, major shareholders, or controlling persons of the company in a manner that may obstruct independent judgment. This includes not being or having been a significant shareholder or a controlling person of entities having business relationships with the company, subsidiaries, associated companies, entities that may have conflicts of interest, major shareholders or controlling persons of the company, unless having been removed from such position for at least two years prior to the appointment.

The business relationships mentioned in the first paragraph include normal business transactions for the operation of business, real estate rental transactions, asset or service transactions, or providing or receiving financial assistance by receiving or extending loans, guarantees, using assets as collateral for loans, including other similar practices, which result in the company or contractual party being obligated to pay the other party from 30% of net tangible assets or 20 million baht or more, whichever is lower. The calculation of this obligation

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :8/43

follows the rules for calculating connected transaction values under the relevant notification of the Capital Market Supervisory Board. In considering the obligations, the obligations incurred during the one-year period prior to establishing the business relationship with the same person shall be included.

5. Not being or having been an auditor of the company, subsidiaries, associated companies, entities that may have conflicts of interest, major shareholders, or controlling persons of the company, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditors of the company, subsidiaries, entities that may have conflicts of interest, major shareholders or controlling persons of the company, unless having been removed from such position for at least two years prior to the appointment.


6. Not being or having been a professional service provider, including legal or financial advisor, receiving fees exceeding 2 million baht per year from the company, subsidiaries, associated companies, entities that may have conflicts of interest, major shareholders, or controlling persons of the company, and not being a significant shareholder, controlling person or partner of such professional service provider, unless having been removed from such position for at least two years prior to the appointment.

7. Not being a director appointed as a representative of the company's board of directors, major shareholders or shareholders related to the major shareholders of the company.

8. Not operating a business of the same nature and in significant competition with the business of the company or its subsidiaries; or not being a significant partner in a partnership or a director participating in management, an employee, a staff member, or an advisor receiving a regular salary; or holding more than 1% of total voting shares of another company operating a business of the same nature and in significant competition with the business of the company or its subsidiaries.

9. Not having any other characteristics that may impair their ability to express independent opinions regarding the company's operations.

After being appointed as an independent director with the qualifications in 1)–9), the independent director may be assigned by the company's board of directors to make decisions relating to business operations of the company, its subsidiaries, associated companies, sub-subsidiaries, entities that may have conflicts of interest, major shareholders, or controlling persons of the company, whereby such decisions shall be made collectively (Collective Decision).

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :9/43

(4) Selection and Appointment of Directors

The company has established the following qualification criteria for directors:

1. Having qualifications that are proper and not prohibited under the laws on public limited companies, securities and stock exchange laws, or relevant rules and regulations of the company and regulatory agencies.
2. Possessing key knowledge and capabilities that are significant to the company's business operations, being able to devote full efforts to working for the company and being able to regularly attend board meetings and participate in the company's activities.
3. Not holding directorship positions in more than five listed companies in accordance with the good corporate governance principles for listed companies.


(5) Chairman of the Board and Chief Executive Officer

The Chairman of the Board is a non-executive director who leads the Board of Directors. The Chairman is an independent director according to the definition of the Stock Exchange of Thailand and has no relationship with the management team. The Chairman presides over the Board of Directors' meetings and shareholders' meetings.

The company stipulates that the positions of Chairman of the Board and Chief Executive Officer must be held by different individuals to clearly separate roles and responsibilities and maintain a balance of power between the policy leader and management leader.

The Chief Executive Officer is responsible for scrutinizing policies, strategies, and the management structure, and reporting to the company's Board of Directors. The CEO also oversees and manages operations in accordance with the prescribed charter to ensure the company's business operations align with economic conditions and competition.

The Chief Executive Officer's duties include formulating business plans, budgets, managerial authorities, as well as monitoring the implementation of management policies and guidelines efficiently. The CEO tracks operational performance, scrutinizes the company's investment projects, carries out other tasks assigned by the Board, and regularly reports quarterly operational results to the Board.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :10/43

The Board has established a policy regarding the Chief Executive Officer holding directorship positions in other companies. Before an executive takes up directorship in another company, approval must be obtained from the Board. The executive cannot serve as a director in a company operating similar businesses or competing with the company's operations.

(6) Term of Office

Directors serve a 3-year term and may be re-elected as a director upon completion of their term.

At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors is not divisible by three, the nearest number to one-third shall retire.

In the first and second years after the company's registration, the directors who retire shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire.


In addition to retiring upon completion of their term, a director may be removed from office under the following circumstances:

1. Death.
2. Resignation.
3. Reaching the age of 72, in which case they will retire at the end of that fiscal year.
4. Lacking the qualifications to be a director or possessing prohibited characteristics under the Public Limited Companies Act or characteristics indicating a lack of appropriateness to be entrusted with managing a public company as specified in Section 89/3 of the Securities and Exchange Act.
5. Being removed by a resolution of the shareholders' meeting with no less than three-quarters (3/4) of the votes of shareholders attending the meeting and eligible to vote, and collectively holding no less than one-half of the shares held by eligible attending voters.

6. Being ordered to resign by the court.

Any director wishing to resign shall submit a resignation letter to the Chairman of the Board.

If a directorship becomes vacant for reasons other than term completion, the Board may appoint a qualified person without prohibited characteristics under the law as a replacement director at the next Board meeting,

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :11/43

unless the remaining term is less than two months. The Board may choose not to appoint a replacement for the vacant position. The replacement director shall hold office only for the remaining term of the director being replaced.

(7) Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors is committed to overseeing the company's operations with the aim of being the leading direct sales network provider along with credit and hire-purchase services for popular and trusted consumer products in the country. The company conducts business with strong management, develops efficient personnel, offers products of the highest quality, and provides services that exceed expectations.

Under the leadership of the Chairman, the Board of Directors must demonstrate leadership and independence in decision-making. It can set policies and effectively oversee the management's operations. Therefore, the roles and duties of the Chairman of the Board and the Chief Executive Officer are clearly separated and must be held by different individuals.

Roles, Duties and Responsibilities

The Board of Directors has the duty to set the vision, policies, mission, strategies, goals, objectives, and directions for the group's business operations. The Board oversees the management's implementation in accordance with the objectives, articles of association, legal provisions, and resolutions of shareholders' meetings with responsibility, integrity, prudence, and transparency.


The Board has the duty to govern and develop the company's corporate governance to be accepted at national and international levels. It considers business plans and develops the group's competitiveness.

The Board also monitors to ensure that the management efficiently implements the established business plans for the utmost benefit of the company, shareholders, and stakeholders, as well as appropriately and fairly allocating these benefits among all stakeholders.

(8) Board of Directors Meetings

The Audit Committee must hold at least one meeting per quarter.

Furthermore, it is required to review the risk management system or evaluate the effectiveness of risk management at least twice a year, as well as proposed policies related to risk management.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :12/43

The Risk Management Committee has the duty to report to the Audit Committee and receive recommendations from the Audit Committee to improve management practices. The recruitment and consideration of remuneration must be discussed together at least once per quarter.

(9) Sub-Committee

The Board of Directors has established specific sub-committees to be responsible for governing and scrutinizing matters that require specialized expertise on behalf of the Board. These include the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Committee. The sub-committees have the duty to report on their performance, provide opinions and recommendations to the Board of Directors on a timely basis. Their duties and responsibilities are formally defined in written charters for each sub-committee.


9.1 (Audit and Risk Committee)

The Audit Committee consists of three independent directors. Their duties include setting good corporate governance guidelines by reviewing the financial reporting process, reviewing, and endorsing the quarterly and annual financial statements, and overseeing the operations of the company and its groups to ensure compliance with policies, rules, regulations as well as laws and regulatory requirements.

The Committee promotes the development of financial reporting and accounting systems to meet international standards and SET's requirements for credibility, transparency, and auditability. It also reviews to ensure the group has adequate internal control systems, standardized internal audit systems, and a rigorous, appropriate, modern, and efficient risk management assessment system. The Audit Committee prepares a report that is disclosed in the company's annual report.

The Audit Committee is independent in performing its duties and expressing opinions. The company's internal audit unit reports directly to the Audit Committee, which has the authority to appoint, transfer, and dismiss the head of the internal audit unit, approve its budget and workforce, and engage external professional consultants. Moreover, it assesses the performance and effectiveness of the auditors and determines the company's audit fees for proposal to the Board for endorsement to seek shareholders' approval.

The committee also provides whistleblowing channels for employees to report potential misconduct that may cause damage to the company. Information is sent directly to the Audit Committee or through the

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :13/43

corporate whistleblowing channel while keeping the whistleblower's identity confidential for protection. The Audit Committee must meet at least once per quarter.

(9.2) Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of three directors. The Board of Directors will consider and appoint a number of the company's directors to serve on the Nomination and Remuneration Committee, with an independent director appointed as the Chairman of the Nomination and Remuneration Committee.

The committee is responsible for establishing the criteria, policies, and procedures for nominating individuals with the appropriate knowledge, capabilities, reputation, integrity, and relevant experience to be appointed as directors and executives to replace those who have left their positions. The committee then proposes their recommendations to the Board of Directors for submission to the shareholders' meeting for approval.

The committee discloses the criteria and procedures for the nomination of directors and executives, as well as reviews the performance evaluation system of the Board of Directors. The committee is also responsible for studying, considering, and monitoring changes and trends in the remuneration of the Board of Directors and senior management, to propose appropriate remuneration policies for directors and senior management commensurate with their duties and responsibilities fairly.


The Nomination and Remuneration Committee must hold a meeting at least once per quarter.

(10) Management Committees Reporting to the Board and Sub-Committees

To support the management's operations in comprehensively considering various matters of the company, the company has appointed one management committee, namely:

(10.1) The Executive Committee

The Executive Committee is appointed by the Board of Directors and consists of the Chief Executive Officer and other senior executives with the necessary knowledge and capabilities. The committee's role is to support and screen information for the Board of Directors, including assisting the Chief Executive Officer in all aspects of the company's business management, financial management, and other tasks assigned by the Board of

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :14/43

Directors. The scope of authority and duties are based on the company's authorization table, and the committee reports to the Board of Directors.

(11) Remuneration for Directors and Executives

)11.1 (The Board of Directors has clearly defined and approved the framework and policies for the remuneration of the company's directors and executives.

)11.2 (The remuneration of the company's directors is commensurate with their duties and responsibilities, and when compared to companies in the same industry and of similar size, the remuneration is at an appropriate and sufficient level to attract and retain qualified directors. Additional remuneration is also provided to directors who take on additional responsibilities in the sub-committees.


)11.3 (The director remuneration specified in the company's articles of association includes meeting allowances. The Nomination and Remuneration Committee will review and propose the director's remuneration budget for each year, for the Board of Directors and shareholders to consider and approve.

)11.4 (Directors who are executives or employees of the company, or employees with control authority, or major shareholders and directors who are representatives of shareholders (holding more than 10% of shares) shall not receive any remuneration (meeting allowances) as directors of the company.

)11.5 (The executive remuneration framework has been developed based on the following principles:

- To ensure the interests of executives and the company's shareholders are aligned.
- To reinforce a performance-oriented culture.
- To be sufficient to attract, retain and motivate quality personnel of the company.
- To reflect the company's business cycle and strategic priorities.

)11.6 (Executive remuneration consists of salary, bonus, provident fund, and other benefits, which are linked to the company's performance and the individual executive's performance as criteria.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :15/43

)11.7 (The Nomination and Remuneration Committee is responsible for reviewing the remuneration framework and policies on an annual basis.

(12) Directorship in Other Companies

)12.1 (Directors are allowed to hold directorship positions in no more than five other listed companies, but such directorships must not interfere with the performance of their duties as directors of the company and must not create any conflicts of interest.

)12.2 (The Board of Directors has a policy that does not allow executive directors and the Chief Executive Officer to hold directorship positions in other listed companies (except for subsidiaries or associated companies of the company), unless approved by the Board of Directors.

(13) Board Performance Evaluation


)13.1 (The Board of Directors requires that the performance of the Board as a whole and individual directors be evaluated annually, in order to use the evaluation results to improve the Board's effectiveness and for the development of the company's directors. If deemed appropriate, the company will consider having an external consultant conduct the evaluation to ensure efficiency and transparency.

)13.2 (All the Board committees must conduct self-assessments of their performance annually and report the results to the Board of Directors.

)13.3 (The Nomination and Remuneration Committee has assigned the Company Secretary Office to distribute self-assessment forms to the Board of Directors and Board committees, so they can use the forms to evaluate their own performance and review the execution of their duties over the past year. These assessment forms are based on the guidelines of the Stock Exchange of Thailand.

)13.4 (After receiving the evaluation forms from the Board, the Company Secretary Office will summarize the scores, and disclose the evaluation process and criteria, to propose to the Nomination and Remuneration Committee for further submission to the Board of Directors.

(14) Company Secretary Office

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :16/43

The Board of Directors must appoint a Company Secretary in accordance with the Securities and Exchange Act B.E. 2551(2008), Section 89/15, to perform legal duties in preparing and keeping important documents of the company, such as the director register, meeting notices, and minutes of the Board of Directors and shareholders' meetings, as well as the annual report and the reports on interests of directors and executives. The Company Secretary will be responsible for organizing the Board of Directors' meetings and the shareholders' meetings and carrying out other actions as specified by the Capital Market Supervisory Board. The Company Secretary also provides advice on regulations that the Board of Directors should be aware of and comply with, oversees the activities of the Board, and coordinates to ensure the accurate and complete implementation of the resolutions of the Board of Directors and the shareholders.

(15) Orientation and Continuous Knowledge Development for Directors and Executives

15.1 (All newly appointed directors and executives must attend the company's orientation program to receive sufficient information about the company, including its regulations, code of conduct, policies, and business-related data, before assuming their duties.

15.2 (The company has a policy to support and encourage directors and executives to receive continuous training and development, particularly through courses organized by the Stock Exchange of Thailand and the Thai Institute of Directors. This helps the directors perform their duties and oversee the company's business effectively.

(16) Evaluation of the Chief Executive Officer

The company has assigned the Nomination and Remuneration Committee to conduct the annual performance evaluation of the Chief Executive Officer, using predetermined and concrete evaluation criteria, including financial performance and achievement of strategic objectives.


The Evaluation Criteria for the Chief Executive Officer's Performance Are As Follows:

Criterion 1: Leadership assessment

Criterion 2: Financial management assessment

Criterion 3: Skills and attitude assessment

Criterion 4: Assessment of achievement of key goals within the past 12 months

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :17/43

Criterion 5: Assessment of key decisions made within the past 12 months.

Criterion 6: Assessment of readiness for important future challenges

Criterion 7: Assessment of other aspects


The results of this evaluation will be used to determine the Chief Executive Officer's remuneration for each year and will be presented to the Board of Directors for approval.

(17) Communication with Management and Access to Independent Advisors

-)17.1 (Directors have the right to request and receive additional information they deem necessary to consider and perform their duties as directors of the company.
-)17.2 (Directors can directly access and communicate with the management team and the Company Secretary, including receiving the opinions of the executives directly responsible for the work. However, such access and communication must not interfere with or intervene in the company's normal business operations.
-)17.3 (The Board of Directors encourages top-level executives to participate in the Board meetings.
-)17.4 (The Board of Directors and its committees have the authority to hire experts or consultants, including legal advisors, with the company bearing the expenses.

(18) Succession Plan for Executives

-)18.1 (The Board of Directors has established a succession plan for the Chief Executive Officer and senior executives of the company, in order to maintain confidence among investors, the organization, and employees that the company's operations will continue uninterrupted if the CEO or senior executive positions become vacant.
-)18.2 (The Board of Directors has assigned the Nomination and Remuneration Committee to define the criteria and succession plan, and to identify successors for the Chairman of the Executive Committee, the Chief Executive Officer, and senior executives reporting to the CEO. The Nomination and Remuneration Committee is also responsible for reviewing the succession plan annually and reporting to the Board of Directors.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :18/43

Chapter 2 Rights and Equitable Treatment of Shareholders

The Board of Directors recognizes the importance of shareholders' rights and promotes the exercise of those rights, without any actions that would infringe or deprive shareholders of their rights.

The company places great importance and respect on the rights of all shareholders. The basic rights that the company's shareholders are entitled to include:

1. Right to Receive Share Certificates and Buy, Sell, Transfer Shares

The company has appointed Thailand Securities Depository Co., Ltd. as the registrar of the company's securities in order to facilitate shareholders in matters related to the company's securities registration.


2. Right to Propose Meeting Agenda and Submit Questions in Advance

The company is aware of the rights and equitable treatment of shareholders according to good corporate governance principles. To comply with the law, the company has a policy to grant shareholders the right to propose other agenda items for consideration by the Board of Directors to be included in the shareholders' meeting agenda, and to provide an opportunity for shareholders to submit questions about the company in advance before the annual general meeting of shareholders. Shareholders must follow the criteria set by the Board of Directors for proposing meeting agenda items until the Capital Market Supervisory Board has completed establishing the criteria.

The company provides an opportunity for shareholders to propose agenda items they wish to include in the meeting or questions they wish to have answered at the shareholders' meeting at least 3 months before the end of the fiscal year. The company also allows shareholders to propose qualified persons for election as the company's directors, with a shareholding proportion of not less than 4% of the total voting rights of the company.

The company will notify the channel or time frame for receiving proposals and the procedures for proposing candidates for director election through the Stock Exchange of Thailand's news system, and will also disclose the details of the procedures for proposing meeting agenda items and submitting questions in advance on the company's website) www.jmtnetwork.co.th)

3. Right to Attend Shareholders' Meetings

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :19/43

The company recognizes the equal rights of shareholders to attend meetings, appoint proxies to attend and vote on their behalf, be informed of the rules and procedures for attending meetings, and express opinions and ask questions at the meetings. In determining the date, time, and venue of the meetings, the company prioritizes the convenience of shareholders in attending. Shareholders will be granted the following rights in attending the meetings:

3.1) Prior to the Shareholders' Meeting

For the shareholders' meetings, the company has notified the meeting schedule and agenda to shareholders through the Stock Exchange of Thailand's news system in advance as required. The company has also published the meeting notice and supporting documents in both Thai and English on the company's website not less than 30 days prior to the meeting date, to provide sufficient time for shareholders to study the meeting information in advance.


The company has assigned Thailand Securities Depository Co., Ltd., the company's securities registrar, to send the meeting notice in document form, containing the same information as that on the website, to the shareholders at least 7 days or 14 days in some cases in accordance with the Stock Exchange of Thailand's criteria, prior to the meeting date. The meeting notice includes the facts or reasons, the Board of Directors' opinions on each agenda item, the rules, and procedures for attending the meeting, and the relevant documents with complete and sufficient details for shareholders' consideration.

Additionally, the company has published the meeting notice through press releases or daily newspapers at least 3 consecutive days prior to the meeting date, as required by law.

3.2) Shareholders' Meeting

The company has established proper procedures for the meeting in accordance with the law and with a focus on the convenience, rights, and equality of the shareholders. For the registration to attend the meeting, the company provides adequate and appropriate staff and technology to facilitate the advance examination of shareholders' documents more than 1 hour before the meeting.

In the shareholders' meeting, the company's Board of Directors, sub-committees, management, and the company's auditors will participate to provide opportunities for shareholders to ask questions at the meeting. The Chairman of the Board of Directors will introduce the directors and executives attending the meeting.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :20/43

The company will explain the voting method and vote counting method to the shareholders before the meeting and proceed with the meeting in the order of the agenda specified in the meeting invitation letter, without adding any other agenda items beyond what is stated in the invitation letter.

The company provides voting ballots for shareholders to use in voting on each agenda item and discloses the voting results on each agenda, including the number of votes for, against, and abstaining.

The Board of Directors allocates sufficient time and provides equal opportunities for shareholders to express opinions or ask questions related to the meeting agenda and the company's operations.

Important questions or comments raised at the meeting will be recorded and included in the meeting minutes.

3.3) After the Meeting

After the shareholders' meeting, the company will notify the resolutions through the news system of the Stock Exchange of Thailand (SET) within the next business day. The resolutions will specify the number of votes for, against, and abstaining on each agenda item.


The company will prepare the meeting minutes, which will include the names of the directors and executives who attended and did not attend the meeting, important explanations, questions, answers, or comments summarized in full, in both Thai and English. The minutes will be submitted to the SET and relevant authorities within 14 days after the meeting date and published on the company's website (www.jmtnetwork.co.th) for shareholders to review.

3.4) Rights to Elect and Remove Directors, and Determine Director Remuneration

According to the company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors are required to retire from office, and the election of directors to replace those retiring directors shall be conducted. The retiring directors are eligible for re-election.

The shareholders have the following rights regarding the election of directors:

- a. Each shareholder has one vote per one share.
- b. Each shareholder must use all their existing votes to elect one or more people as directors but cannot divide their votes among the candidates.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :21/43

c. The persons receiving the highest votes in descending order will be elected as directors up to the number of directors to be elected or appointed on that occasion. If persons to be elected as directors have equal votes exceeding the number of directors to be elected or appointed on that occasion, the Chairman shall have a casting vote.

In addition to the appointment of directors, the shareholders also have the right to remove any director from office before the expiration of their term by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote, and the total number of shares held by such shareholders must be not less than one-half (1/2) of the total number of shares held by the shareholders attending the meeting and having the right to vote.

Furthermore, at every Annual General Meeting of Shareholders, the company also gives the shareholders the right to consider and approve the remuneration of the Board of Directors and sub-committees.

The company has attached details of each director proposed for election, as well as details of the remuneration of the Board of Directors and sub-committees, with sufficient information for the shareholders to consider.

3.5) Right to Approve the Appointment of the Auditor and Determine the Auditor's Remuneration


The company has an agenda item at every Annual General Meeting of Shareholders to propose the appointment of the auditor and the determination of the auditor's remuneration for shareholder approval. The company attaches details about the proposed auditor as well as details about the auditor's remuneration, with sufficient information for the shareholders to consider.

3.6) Right to Regularly and Timely Receive Information, News, Operating Results, and Management Policies

The company has a policy of disclosing information by disseminating it through the news system of the Stock Exchange of Thailand and displaying significant information, the company's financial results, as well as current news on the company's website (www.jmtnetwork.co.th)

3.7) Rights to Receive Profit Sharing

The company allocates profits to shareholders in the form of dividend payments. The company has a dividend payment policy of up to 60% of the net profit according to the consolidated financial statements, after deducting all types of reserves as stipulated in the company's articles of association and by law. However, the

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :22/43

dividend payment will depend on the company's investment plans, business expansion, as well as other necessary and appropriate considerations in the future.

3.8) Equitable Treatment of Shareholders


The company's Board of Directors is aware of and places importance on all shareholders, including major shareholders, minor shareholders, institutional investors, and foreign shareholders. The company supports shareholders in exercising their rights to protect their own interests, including the right to attend meetings, express opinions, make recommendations, and vote at the shareholders' meeting, the right to participate in deciding on important matters, the right to elect the company's Board of Directors, and the opportunity for shareholders who cannot attend the meeting in person to exercise their voting rights by appointing a proxy to attend and vote on their behalf.

Furthermore, the company also gives shareholders the right to receive accurate, adequate, and timely information and news equally, and attaches importance in various aspects as follows:

3.8.1 Use of Information Before the Shareholders' Meeting and Protection of the Rights of Minority Shareholders

The company is aware of its duty to protect the interests of all shareholders fairly according to their rights and has a policy to treat all shareholders equally in attending the shareholders' meeting and voting, receiving profit sharing, and regularly and timely receiving information, operating results, and management policies.

In the shareholders' meeting, the company gives shareholders the right to vote on a one-share-one-vote basis. If shareholders wish to appoint someone to attend the meeting and vote on their behalf, the company provides a proxy form that allows shareholders to specify their vote (for, against, or abstain) on each agenda item. The company also provides the details of two independent directors, except for the independent directors who are due to retire by rotation on that occasion, as an option for shareholders to appoint as a proxy. Instructions on documentation required and proxy appointment procedures are also provided along with the meeting notice. Additionally, the company uses voting ballots for every agenda item, and for the agenda of director appointment, the company allows shareholders to vote for each director individually.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :23/43

The company conducts the meeting in the order of the agenda specified in the meeting invitation letter, without adding any other agenda items or distributing additional documents during the meeting, as that would deprive the rights of shareholders who cannot attend the meeting in person.

3.8.2 Prevention of the Use of Inside Information


The company has set standards to prevent the use of inside information for personal benefit, by limiting the number of people who have access to the information, to prevent access to information by outsiders. The company has also determined the appropriate level of information access rights for employees at each level based on their responsibilities. Additionally, the company requires all employees to acknowledge and sign an agreement on non-disclosure of confidential information, compliance with the computer-related Crimes Act, and non-infringement of intellectual property, which new employees will sign along with their employment contract.

The company's corporate governance policy also prohibits directors, executives, and employees who have access to the companies inside information from using that information for their own or others' improper benefit, and from trading the company's securities during the 1-month period before the financial statements or other material information that affects the company's securities price are disclosed. The company has also informed the directors and executives of their duty to report changes in their holding of the company's securities, including those of their spouse and minor children, within 3 business days of the transaction, as well as the penalties under the Securities and Exchange Act B.E. 2535 (1992). If there are changes in securities holdings, the directors and executives must notify the company secretary to facilitate and coordinate the submission of the report to the Securities and Exchange Commission (SEC). Furthermore, the company includes information on directors' securities holdings as an agenda item at every Board of Directors' meeting when there are changes.

3.8.3 Prevention of Conflicts of Interest and Interests of Directors

In the event of a transaction that may have a conflict of interest, the company requires directors, executives, employees, and related parties to disclose their interests to the Audit Committee to consider the appropriateness of the transaction size, guidelines for practice according to the criteria of the Stock Exchange of Thailand and relevant agencies.

The Audit Committee will propose that the Board of Directors and/or the shareholders' meeting approve every transaction before it is made, and directors with an interest in the matter will not participate in the

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :24/43

consideration of that agenda. Additionally, the company will disclose transactions between the company or its subsidiaries and persons who may have conflicts of interest, as required by the Stock Exchange of Thailand, in the Annual Report and Form 56-1.

The company has set guidelines to prevent conflicts of interest in the Business Code of Conduct manual, which has been communicated to everyone in the organization to follow. The management team is responsible for regularly and strictly monitoring the compliance with the company's regulations, rules, corporate governance policies, and business ethics.

Chapter 3 Role of Stakeholders


Principle: The company recognizes the support from various stakeholders as contributing to its competitiveness and profitability, which in turn affects the company's long-term success.

The company, therefore, attaches importance to the rights of all stakeholder groups, including shareholders, employees, customers, competitors, trading partners, creditors, society, and the environment. The company has established guidelines that cover the rights and benefits that stakeholders should receive fairly. Channels have been provided for stakeholders to offer opinions and suggestions that can create added value for the company. The details are outlined in the company's business ethics manual, which the directors, executives, and employees are required to adhere to. The manual has been published on the company's website (www.jmtnetwork.co.th)

Policies and Guidelines Toward Various Stakeholder Groups

Policies and Guidelines Toward Shareholders

The company attaches the utmost importance to its shareholders who are the business owners. The company requires that the Board of Directors, as representatives of the shareholders, as well as the executives and employees, have a duty to conduct business according to the principles of good corporate governance and with the aim of maximizing benefits and continuously increasing shareholder value in the long run. The guidelines are as follows:


	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :25/43

- (1) Manage the organization in accordance with the vision and principles of good corporate governance with honesty, care, and without conflicts of personal interest, in order to provide sustainable returns to all shareholders.
- (2) Respect the rights of shareholders and treat all shareholders fairly and equally, without taking any action that infringes upon or deprives the rights of shareholders.
- (3) Provide opportunities for shareholders to propose meeting agendas and nominate directors in a timely manner.
- (4) Provide adequate details about the shareholders' meetings, as well as all information related to the matters that shareholders need to decide on in the meetings, in advance.
- (5) Prohibit the use of inside information that has not been publicly disclosed, by the Board of Directors, executives, and employees in relevant departments, including their spouses and underage children, to seek undue benefits for themselves or others, which would take advantage of shareholders.
- (6) Appoint independent directors to oversee minority shareholders and receive complaints or suggestions from shareholders through easily accessible channels established by the company.
- (7) Establish effective internal control, internal audit, and risk management measures.
- (8) Disclose the company's information, financial reports, and operating results accurately, completely, in a timely manner, and in a transparent and reliable way, so that shareholders can regularly access information about the company's operations through easily accessible channels.

Policies and Guidelines Toward Employees

The group believes that employees are valuable resources and a key factor for success. Therefore, they are treated fairly based on human rights principles, considering the needs of employees, to foster good relationships between employees and the organization. The company promotes continuous development and enhancement of employee potential, while providing job security and career advancement opportunities. The guidelines are as follows:

- (1) Recruit employees through an effective and fair selection system and employment conditions, to attract “good and capable” employees with high quality and integrity to join the organization.
- (2) Provide comprehensive and fair care for employees, respect and protect their personal freedoms and liberties, and support and respect their rights to express opinions freely.


	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :26/43

- (3) Establish a complaint and whistleblowing system for reporting inappropriate conduct according to the code of conduct, including measures to protect employees from retaliation or punishment for making such reports (Whistleblower Policy).
- (4) Develop all employees in all professions and at all levels adequately and continuously, according to their duties and responsibilities, as well as instill a sense of ethics in all employees.
- (5) Promote and support teamwork to foster organizational unity and instill discipline in employee work performance.
- (6) Evaluate performance and manage compensation based on the appropriateness of duties, responsibilities, and individual employee capabilities. Provide fair and suitable employee welfare, and regularly review and improve it, benchmarking against companies in the same industry.
- (7) Cultivate safety and hygiene awareness and create a warm and family-like atmosphere and work environment for employees.
- (8) Manage operations according to international occupational health, safety, and environmental management standards.
- (9) Promote work–life balance for employees.
- (10) Provide channels to disclose important information to employees, to enhance their knowledge and understanding of the group’s business operations and performance.

Policies and Guidelines Toward Customers

The group is committed to providing customers with the highest benefits and satisfaction in terms of quality and fair pricing, as well as developing and maintaining sustainable relationships. The guidelines are as follows:

- (1) Deliver products and services that meet the needs of consumers and the surrounding community and contribute to improving the quality of life and promoting sustainable social growth.
- (2) Continuously innovate and develop to offer high-value, quality products and services that can meet customers’ diverse needs.
- (3) Develop environmentally friendly products and services that use fewer resources, save energy, are reusable, and have a long lifespan.
- (4) Produce safe and non-hazardous products and services that customers can trust and provide accurate and adequate information to consumers.
- (5) Systematically store customer data securely and not use it improperly.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :27/43

- (6) Set fair prices for products and services.
- (7) Implement a quality management system according to international standards.
- (8) Establish a dedicated unit to provide product recommendations, consultations, problem-solving solutions, and handle customer complaints to ensure maximum customer satisfaction with products and services.

Policies and Guidelines Toward Business Partners


The group operates within a framework of honest business competition, strictly adhering to contracts, ethics, and commitments made to trading partners, as follows:

- (1) Consider appropriate and fair purchase prices based on the reasonableness of price, quality, and services received, and be able to provide appropriate justification when audited.
- (2) Make payments to trading partners accurately and on time.
- (3) Establish clear procurement and operational procedures.
- (4) Conduct sustainable and transparent business by adhering to the stipulated trade conditions and contracts and ensure fairness to all involved parties.
- (5) Not request or accept any assets or benefits from trading partners.
- (6) Visit trading partners regularly to exchange opinions and receive feedback or suggestions for improvement.
- (7) Support environmentally friendly procurement and community-developed products.
- (8) Avoid purchasing goods that infringe on human rights or intellectual property.
- (9) Not disclose trading partner information to others without the partner's consent.
- (10) Not engage in business with trading partners who exhibit illegal or unethical behavior.

Policies and Guidelines Toward Creditors

The group has a policy to treat all creditors equally, fairly, and transparently by strictly adhering to the terms and conditions of contracts as follows:

- (1) Properly prepare contracts with all types of creditors in accordance with the law, in an equitable, fair, and transparent manner, without taking advantage of the counterparty.
- (2) Not use fraudulent methods or conceal any material facts that could cause damage to the creditors.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :28/43

- (3) Strictly, correctly, and straightforwardly comply with the contractual terms and conditions made with all types of creditors.
- (4) Repay loans and interest to all types of creditors in full and on time as agreed.

Policies and Guidelines Toward Government Agencies

The group recognizes government agencies as stakeholders. The company has established guidelines for conducting business with the government in its code of conduct, so that employees can operate correctly and appropriately. The company also cooperates with government agencies in academic and activity support areas. The guidelines are as follows:


- (1) Strictly comply with all relevant laws and regulations, and be aware that the conditions, procedures, or practices may differ in each locality.
- (2) Not engage in any activities that could improperly influence government officials.
- (3) Provide knowledge to develop the community for local government agencies.
- (4) Support government activities.
- (5) Receive visits from government agencies.
- (6) Listen to the opinions, suggestions, or complaints of government agencies.

Policies and Guidelines Toward Media

The group recognizes the importance of disclosing information to the media so that they can accurately and promptly communicate it to the public. The guidelines are as follows:

- (1) Disclose information to the media equally, providing accurate, clear, and relevant data.
- (2) Communicate information quickly and in a timely manner.
- (3) Provide opportunities for the media to closely interact and discuss with the management.
- (4) Facilitate and assist visiting media representatives.
- (5) Maintain good relationships with the media, such as organizing site visits and meetings with the top executives, as well as providing accurate information.

Policies and Guidelines Toward Competitors

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :29/43


The group operates its business with a policy of fair treatment toward competitors within the framework of honest business competition. The company is committed to conducting business ethically and under the relevant laws and the group's code of conduct. The guidelines are as follows:

- (1) Operate within the bounds of good competitive practices and applicable laws, in an ethical and transparent manner, without taking unfair advantage of competitors through unlawful means.
- (2) Not seek to obtain confidential information through dishonest or inappropriate methods.
- (3) Not engage in any actions that infringe on the intellectual property rights of competitors.
- (4) Not defame the reputation of competitors without factual evidence.
- (5) Support and promote free trade and avoid any agreements with competitors that would reduce or restrict business competition.

Policies and Guidelines Toward Communities and Environment

The group conducts business with ethics toward all stakeholders and adheres to social responsibility, aiming to support activities to develop quality of life and promote the benefits of the communities and societies where the group operates businesses both in the country and ASEAN region. This includes allowing employees and those involved to participate in being good citizens who benefit the community and society, with the following practices:

- (1) Provide appropriate support and assistance to society and communities, especially communities surrounding the company's premises.
- (2) Promote and support activities/projects aimed at developing the potential and capabilities of youth in education, sports, and arts, as well as instilling morals and ethics to make them capable and virtuous.
- (3) Support activities/projects to urgently help and relieve those affected by disasters, as well as develop the potential and livelihoods of people in society, such as career development, building strong communities to enable them to be self-reliant in a sustainable way.
- (4) Support medical and public health activities/projects to enable people in communities and societies to have better health and quality of life.
- (5) Promote and support arts, cultural preservation, and religious activities as appropriate.
- (6) Support foundations and charitable organizations to help and provide opportunities for the underprivileged in society to have a better life, as well as support organizations creating activities beneficial to human resource development.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :30/43

- (7) Provide opportunities for communities and all stakeholder groups to participate in various activities/projects, as well as offer opinions, suggestions or complaints resulting from the company's operations, with the goal for the company and communities to coexist sustainably.

Chapter 4: Disclosures and Transparency

The company has a policy to disclose financial information, significant general information related to the company's business and operating performance that is accurate, complete, sufficient, consistent, timely, comprehensive, and equitable. This shows the true status of the company's operations and financial position, including the future business direction of the Group. Various news and information are disseminated to shareholders, investors, and related parties through various channels such as the SET's electronic media system, the company's website (www.jasasset.co.th), annual reports, press conferences and investor relations activities. The Board of Directors oversees strict compliance with relevant laws, rules and regulations regarding disclosure and transparency. In this regard, the Board of Directors has undertaken the following actions concerning disclosure:


- (1) Providing diverse channels for information disclosure, in addition to reporting through the SET's news system.

1.1. Form 56-1 One Report

The Board of Directors has ensured the preparation of an annual report containing accurate and complete information in accordance with SET's requirements, as well as clarity and sufficiency to reflect the company's operations for the past year. This includes the vision and mission, key factors, organizational structure, business characteristics, financial position and operating performance, Board of Directors structure, as well as the performance of duties in the past year by the Board of Directors and various sub-committees, among others.

1.2. Company Website

The Board of Directors realizes that currently, disclosing information via the website is a convenient and rapid channel that allows shareholders and related parties to access reliable information easily and equitably. Therefore, the Board has overseen the disclosure of various company information on the company's website in both Thai and English languages, in addition to the information disclosed in the annual report. This includes the corporate governance policy, company news releases, financial statements, and annual reports which can be downloaded.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :31/43

1.3. Investor Relations

The company has established an Investor Relations unit to provide information and news about the company's activities to investors, shareholders, analysts, and the public through various channels such as the company website, road shows, analyst meetings, and conference calls. Investors can contact this unit on 0-2308- 8196or via the company website (www.jmtnetwork.co.th)

In addition to disclosure duties under legal and regulatory requirements, the company also holds quarterly performance briefings for investors, analysts and the public attended by the President and management team to explain and provide opportunities for participants to ask questions.


2) Disclosure of Information about the Board of Directors and Sub-Committees

The company discloses such information, including individual director's remuneration, in the Form 56-1One Report with the following content:

- a. Structure, roles, duties and responsibilities of the Board of Directors and each sub-committee, including their performance.
- b. Remuneration of Directors and Executives – The company has a clear and transparent remuneration policy for directors, with remuneration at an appropriate level comparable to similar industries and sufficient to retain qualified directors as required. Directors assigned additional duties and responsibilities on sub-committees receive additional appropriate remuneration. The Nomination and Remuneration Committee considers and screens the directors' remuneration annually to propose to the Board of Directors for consideration before proposing to the shareholders' meeting for approval.

1.5. Board Responsibility for Financial Reporting

1.5.1. The Board of Directors is responsible for the financial statements and consolidated financial statements of the company and subsidiaries, as well as the financial information appearing in the annual report. These financial statements are prepared in accordance with generally accepted accounting standards in Thailand, with appropriate accounting policies consistently applied, careful discretion and best estimates used in their preparation, and sufficient key information disclosed in the notes to the financial statements. They are reviewed and audited by an independent external auditor who can express opinions straightforwardly, is qualified and approved by the SEC, to enhance the credibility and reliability of the financial reports.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :32/43

1.5.2. The Board of Directors maintains an effective internal control system to ensure accurate, complete, and adequate accounting records for asset protection and to identify deficiencies and prevent fraud or material irregularities.

1.5.3. The Board has appointed an Audit Committee comprised of independent directors to oversee the quality of financial reporting and internal control systems. Their opinions on these matters are presented in the Audit Committee’s report in the annual report. Additionally, the Board has prepared a report on its responsibilities for financial reporting that appears in Form 56- 1One Report.

1.5. Disclosure and Reporting on Social Responsibility

1.5.1. The Board of Directors promotes activities and mechanisms for employee participation in implementing policies and requires the preparation of a Sustainability Report on corporate social responsibility to be included in the annual report or issued as a separate report.

1.5.2. The Board has established social responsibility policies alongside the company’s business operations by caring for and preserving the environment in communities and society, in line with ethical and good governance practices. This means not engaging in anything directly or indirectly harmful to society, which will enable sustainable business success. It involves developing virtue, quality, and efficiency, and doing good for the overall benefit of society.


1.5.3. All executives and employees will be involved in social responsibility activities with cooperation and continuous monitoring of activities for future sustainable social development.

1.6 Intellectual Property Policy and Guidelines

The group operates its business and encourages employees to perform duties under laws or regulations related to intellectual property rights, whether trademarks, patents, copyrights, trade secrets, and other intellectual properties prescribed by law. For example, using properly licensed computer software, where all computer programs must be inspected and installed only by the Information Technology and System Development Department. Policies regarding the Computer Crime Act B.E. 2550(2007) have been communicated to employees in writing.

1.7 Policies and Guidelines on Respect for Laws and Human Rights

1.7.1 The Board of Directors supports and respects the protection of human rights, ensuring that the company’s business, employees, and related parties are not involved in human rights violations. There is no forced or child labor, and no employment of illegal foreign workers. All

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :33/43

stakeholders are treated with respect and fairness based on human dignity, without discrimination based on origin, ethnicity, gender, age, skin color, religion, physical condition, or status.

1.7.2 The group respects employee dignity and takes actions to ensure employees have rights to personal safety as well as a clean, safe, and hygienic workplace free from harassment or bullying of any kind. There are fair principles applied in employee wage and benefit management without discrimination.

1.8 Safety, Occupational Health, and Environmental Policy

1.8.1 The Board of Directors is cognizant of the safety, occupational health, and working environment for employees at all levels. All company personnel must work in safe conditions with good health and a good environment.

1.8.2 The Board provides safe tools and equipment, as well as promoting knowledge to employees and compliance with rules and regulations, as human resources are considered the organization's most asset.

1.9 Anti-Corruption and Anti-Bribery Policies and Guidelines

The Board of Directors recognizes the importance of corruption issues. It has supported the company joining the Collective Action Coalition of the private sector and has approved and published an Anti-Corruption Policy to serve as a guideline for the group. This is to enable directors, executives, employees, and stakeholders to collaboratively counter corruption in all sectors, including within the organization, to jointly prevent corruption, promote good governance, and build organizational loyalty for the utmost benefit of all stakeholders.


(2) Risk Management

The Board of Directors places importance on risk assessment and management, stipulating a standardized international risk management system and processes.

The Risk Management Committee has the duty to assess the effectiveness of risk management and review risk assessment results, work processes to control risks in various departments, and report to the Audit Committee.

It also reviews and proposes policies related to risk management, pays attention to early warning signals or irregularities, and discloses these in the annual report.

(3) Internal Control and Internal Audit

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :34/43

The Board of Directors emphasizes strengthening an effective internal control and internal audit system. It promotes awareness at all employee levels of the importance of following appropriate operating procedures.

The company also develops employee quality to enable self-monitoring, control, review, and effective performance evaluation.

For internal audits, the Internal Audit Department reports directly to the Audit Committee. Its duties include assessing the internal control system and auditing management, finance, operations to ensure compliance with policies, plans, authority, resolutions, orders, rules, and laws related to the group's business operations.

The Internal Audit Department evaluates internal audit results to ensure that audits benefit the departments per set objectives. The Audit Committee should provide opinions on the adequacy of the internal control system and risk management in the annual report.

(4) Corporate Governance Policy

The Board of Directors recognizes good corporate governance practices for listed companies. It has assigned management to formulate practices aligned with the guidelines of the SET, SEC, and international standards.


The Board oversees, monitors, and regularly evaluates the operating performance and financial position of the group to consider and propose guidelines for sustainable business efficiency enhancement, including human resource development per modern management approaches. It also sets audit policies for transparency by adequately disclosing information for the utmost benefit of all stakeholders. The Board should regularly review policies and practices in accordance with regulatory bodies in a timely and appropriate manner.

(5) Business Ethics for Directors, Executives, and Employees

The Board of Directors has a duty to oversee that the management establishes a code of business ethics and disseminates it to promote ethical standards and consciousness among all directors, executives, and employees as guidelines for consistent ethical conduct. This is to ensure that the company's missions are accomplished based on virtue, integrity, and transparency.

(6) Meetings of the Board of Directors

a. The Board of Directors has quarterly regular meetings scheduled, with additional special meetings as necessary. The Company Secretary unit sends the meeting schedules in advance and notifies each

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :35/43

director of such schedules to allow them to manage their time for attendance. The meeting invitations clearly specify the agenda items, including a regular agenda item for performance review and monitoring.

- b. The Company Secretary unit sends the meeting invitations with agendas and supporting documents in advance to allow the Board members sufficient time to study the information before the meetings. The company's regulations stipulate that the invitations must be sent to the directors no less than 7 days prior to the meeting date, except in urgent cases. If any director wishes to propose matters for the meeting agenda, they can do so by notifying him in advance for consideration of inclusion or by raising it under other matters during the meeting.

(7) Performance Evaluation of the Board of Directors and Senior Executives

There is an annual self-assessment for the performance of the Board of Directors and the senior executives. This serves as a framework to regularly review the performance of duties by the Board and senior executives, and to compare the Board's operations against the approved corporate governance policies and/or good governance practices.

This is to improve the Board's performance to align with the established policies, and for the Board to jointly consider their work, issues, and approaches for further improvement. The assessment results are discussed in the Board of Directors' meetings.

(8) Directors' Remuneration


The company has set a clear and transparent remuneration policy for directors. The remuneration is at an appropriate level, comparable to that of the same industry, and sufficient to retain qualified directors. Directors assigned additional duties and responsibilities in sub-committees receive additional remuneration according to the increased workload.

The Nomination and Remuneration Committee initially considers the remuneration and proposes it to the Board of Directors' meeting for consideration before presenting it to the shareholders' meeting for approval.

The company discloses the remuneration criteria and individual directors' remuneration in the annual report and Form 56-1One Report.

(9) Development of Directors and Executives

The company provides an orientation for new directors whenever there are changes, including a director's handbook and useful information for performing their duties. There is also an introduction to the

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :36/43

nature of the business, business operations, as well as policies and guidelines for corporate governance practices to promote understanding of the company's business and various operations.

Moreover, to continuously develop the knowledge, understanding, and skills of directors and executives, both in terms of the company's business and other necessary courses for performing duties, the company supports directors in attending training programs organized by the Thai Institute of Directors Association or other appropriate institutions.

Additionally, formats and methods are established for developing directors, new directors, executives, and those involved in the company's good corporate governance system through orientations, provision of necessary information, news, and knowledge to perform their duties, to facilitate continuous improvement.

(10) Communication between Directors and Management

Directors can directly contact and communicate with any member of the management team to inquire, consult, and provide opinions on policies and resolutions of the Board of Directors, so that the management can properly, completely, and timely implement matters for the benefit of the company's business.

However, such communication must not transgress, interfere with, or participate in managing duties under the responsibilities of the management, either directly or indirectly.


(11) Report of the Board of Directors

The Board of Directors prepares a report in the company's annual report presented to shareholders, explaining the responsibilities of the Board of Directors in conjunction with the financial statements. The content covers important matters according to the requirements of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), and relevant laws.

The company has established various policies to comply with good corporate governance principles, which are disclosed on the company's website (www.jmtnetwork.co.th)

Chapter 5: Risk Management and Internal Control

The Board of Directors attaches great importance to effective oversight and internal control at both the management and operational levels. The internal control system is a key mechanism that provides assurance to management in helping to mitigate business risks, enabling the business to operate efficiently by appropriately allocating resources and achieving set goals, protecting assets from leakage, loss, or misconduct, ensuring the reliability of financial reporting, helping personnel comply with relevant laws and regulations, and

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :37/43


safeguarding shareholders' investments. Therefore, the company has clearly defined in writing the duties, responsibilities and authority of personnel and executives on various matters. It controls and monitors the use of the company's assets to ensure they are used beneficially, and separates the duties of operators, monitoring controllers and evaluators to establish appropriate checks and balances.

The Board of Directors has assigned the Audit Committee to be responsible for reviewing the appropriateness and effectiveness of the internal control system established by the management. The Audit Committee is also tasked with establishing and reviewing the internal control system covering operations, financial reporting, compliance with laws, regulations, and policies, as well as operational oversight and risk management. Importance is also given to early warning signals and unusual transactions. The company has hired P&L Internal Audit Co., Ltd. as an external internal auditor to audit the company's internal control system and ensure that the company has an adequate and appropriate internal control system. The independent internal auditor reports directly to the Audit Committee to ensure they can fully perform their auditing and balancing role. The company regularly monitors and evaluates the adequacy of the internal control system, with at least an annual assessment, to ensure the established system can operate efficiently.

Risk Management

The Board of Directors places great importance on risk management and is responsible for setting the overall risk management policy for the organization. The management analyzes various risks that may arise, informs the Board, and proposes measures to mitigate or manage the risks to an acceptable level. If there are any risks that could be an obstacle to achieving the set goals, the company must have risk management measures in place. At the same time, the company promotes and encourages everyone to create a work culture that recognizes the importance of risk, understands the causes of risks, and takes corrective actions, such as improving operating procedures, using resources appropriately, and utilizing tools to help prevent or reduce potential risks. This is done with the objective of preventing and reducing potential losses. Conversely, this systematic approach will also enable the company to benefit from new business opportunities that can create added value for the organization.

Anti-Corruption Policy

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :38/43


Due to the increasing trend of fraud or corruption in the current environment, where some in society view corruption as a normal occurrence, the company places great importance on anti-corruption efforts. In the 8th Board of Directors meeting on November 9, 2023, the Board established a written anti-corruption policy and guidelines, after thorough consideration. This is to declare the company's firm intention to oppose all forms of corruption, and to ensure that everyone in the organization has a unified understanding of anti-corruption under the same policy. It also aims to communicate the company's commitment to fighting corruption to all stakeholders involved with the company.

Anti-Fraud Policy

The company prohibits directors, executives, employees, and workers from engaging in any form of corruption for direct or indirect personal, family, friend, or acquaintance benefit, whether as a recipient, provider, or offeror of bribes in monetary or non-monetary form, to government agencies or private organizations with which the company conducts business or has dealings. All are required to strictly adhere to the anti-fraud policy.

Roles and Responsibilities of Each Department

1. The Board of Directors has the duty to consider and approve anti-corruption policies and support the establishment of anti-fraud or anti-corruption measures within the company so that everyone in the company understands and is aware of the importance of the problems arising from corruption. In cases where the Audit Committee has reported fraudulent acts that affect the company, the Board of Directors has the duty to provide advice, recommendations, consider punishment, and jointly find solutions for the Chief Executive Officer.
2. The Audit Committee has the following duties and responsibilities.
 - 2.1. Consider the anti-corruption policy received from the Chief Executive Officer to ensure it is appropriate for the company's business model, environment, and corporate culture, then propose it to the Board of Directors for approval.
 - 2.2. Review the appropriateness of changes to the anti-corruption policy received from the Chief Executive Officer and propose it to the Board of Directors for approval.
 - 2.3. Review audit reports, the internal control system, and risk assessments related to corruption as proposed by the Internal Audit department, to ensure the system has minimal risk of corruption that

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :39/43


could impact the company's financial position and performance and is appropriate for the company's business model.

- 2.4. Receive whistleblower reports on corrupt acts involving people in the organization, investigate the facts as reported, and propose to the Board of Directors for consideration of punishment or problem resolution.
3. The Internal Audit Department has the following duties and responsibilities.
 - 3.1. Perform duties according to the defined internal audit plan, and present reports on the internal control system review and corruption risk assessment resulting from the internal control system review to the Audit Committee.
 - 3.2. Carry out tasks assigned by the Audit Committee regarding investigations of corruption-related cases within the organization, in addition to the predetermined internal audit plan.
4. The Chief Executive Officer has the following duties and responsibilities.
 - 4.1. Establish an anti-corruption policy to be proposed to the Audit Committee.
 - 4.2. Communicate the anti-corruption policy to personnel within the organization and relevant parties.
 - 4.3. Review the appropriateness of the anti-corruption policy to ensure it is suitable for changes in the business or legal requirements and propose it to the Audit Committee.
 - 4.4. Assist the Audit Committee in fact-finding based on reported issues or tasks assigned by the Audit Committee regarding investigations of corruption cases and can delegate to the management team that can assist in the fact-finding.


Anti-Corruption Guidelines

The company's directors, executives, employees, and workers must strictly adhere to the anti-corruption policy and code of business conduct, whether directly or indirectly involved in corrupt activities:

1. Do not engage in any behavior that demonstrates bribery or acceptance of bribes from stakeholders in matters under one's responsibility, to obtain improper benefits. The practices are as follows:
 - 1.1. Do not accept or provide gifts, souvenirs, or anything in the form of cash, checks, bonds, gold, gems, real estate, or similar items to related parties that one is in contact with, whether in government agencies or private organizations.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที่ :40/43

- 1.2. Do not accept assets, gifts, or other benefits that may influence the neglect of one's duties. Before accepting souvenirs, ensure they follow the law and company regulations. Gifts or souvenirs exchanged in professional capacities should be of reasonable and appropriate value for the occasion.
- 1.3. Do not provide assets, gifts, or other benefits to persuade decision-making or result in the recipient not following standard business practices applied to other partners. Providing items for occasions or events should be of value not excessively beyond normal practice.
- 1.4. Do not act as an intermediary in offering money, assets, or other benefits to anyone involved in a business, government agency, or any organization, in exchange for special rights that should not be obtained or to cause a government official to neglect the prescribed laws, regulations and guidelines.
2. Procurement processes must be carried out following the company's procedures, with transparency and traceability.
3. Expenses for business entertainment and other costs related to business contract fulfillment can be made but must be reasonable and verifiable.
4. For charitable donations, they should adhere to the following guidelines.
 - 4.1. The use of the company's money or assets for charitable donations must be done in the name of the company only. Donations should be made to registered and reputable charitable foundations, temples, hospitals, or social welfare organizations, following the company's procedures.
 - 4.2. Personal charitable donations can be made but must not be related to or raise suspicion of corrupt acts for personal benefit.
5. The use of the company's money or assets to support projects must be in the name of the company only. The funding support provided must have a clear purpose for the company's business, reputation, and image. The disbursement must have a clear objective, verifiable evidence, and follow the company's procedures.
6. Do not engage in any political activities within the company or use the company's resources for such purposes. The company is a politically neutral organization that supports compliance with the law and democratic governance. The company does not provide direct or indirect political support to any political party.
7. If any acts of corruption or suspected corruption related to the company, either directly or indirectly, are discovered, do not ignore, or overlook such behavior. Immediately report it to the Chief Executive Officer or through the whistleblowing channels established in this policy.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :41/43

8. Directors and executives must recognize the importance of disseminating knowledge, providing advice, and fostering understanding among subordinates regarding anti-corruption, so that employees can adhere to this anti-corruption policy. They must also serve as good role models in terms of honesty, ethics, and integrity.

Whistleblowing Channels for Reporting Corruption

The company's Audit Committee will be responsible for considering whistleblower reports and complaints about suspected corruption or misconduct occurring in the company. The available channels are:

1. Through the company's website (Corporate Governance section, Complaint tab), or
2. By phone at 02-308- 8196(Management/Corporate Secretary), or
3. Through the whistleblower box (located in the Human Resources department).


Whistleblowers must provide details of the issue they are reporting, along with their name, address and contact number.

All stakeholders of the company, including shareholders, customers, business competitors, creditors, government, community, management, and employees, can report corruption-related issues through these channels. Regardless of the reporting method, the company will strictly maintain the whistleblower's confidentiality in accordance with its protective and confidentiality measures.

Protective and Confidentiality Measures

To protect the rights of whistleblowers and informants who act in good faith, the company will keep confidential the name, address, or any information that can identify the whistleblower or informant. The information will be accessed only by those responsible for investigating the complaint.

If a complaint is made against the Chief Executive Officer, the Audit Committee will be responsible for protecting the whistleblower, witnesses, and information providers from any harm or unfairness arising from the reporting, testimony, or information provision. Whistleblowers are advised to submit their complaints directly to the Audit Committee.

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date :December 8, 2023	หน้าที :42/43

The Chief Executive Officer has the duty to use their discretion to order appropriate protective measures for the whistleblower, witnesses, and information providers, to prevent them from suffering any harm or unfairness arising from the reporting, testimony, or information provision.

The Chief Executive Officer can assign any one executive to use discretion and give orders to protect the safety of whistleblowers, complainants, witnesses, and informants. The assigned executive must not be involved, either directly or indirectly, with the matter being reported or complained about (for example, if the accused person is directly under their supervision).

Those who receive information related to the complaint have a duty to keep the complaint information and evidence of the whistleblower and informants confidential and are prohibited from disclosing it to any unauthorized persons, except as required by law.

Dissemination of the Anti-Corruption Policy

To ensure that everyone in the organization is aware of the anti-corruption policy, the company will take the following actions:

1. The company will post the anti-corruption policy in a prominent location where everyone in the organization can read it.
2. The company will disseminate the anti-corruption policy through the company's communication channels, such as e-mail, the company website, and the annual disclosure report.
3. The company will provide training on the anti-corruption policy to new employees.
4. The company will review the anti-corruption policy regularly, at least annually.


This policy is effective from December 8, 2023 onwards.



Approver of the Good Corporate Governance Policy

Mr. Adisak Sukumvitaya

Chairman of the Board

	Good Governance Policy	
	Document No. : PD-IR-002	Revision No. REV02
	Effective Date : December 8, 2023	หน้าที่ : 43/43

Revision History

Revision No.	Department	Review Date	Effective Date	Details of Revision
REV02	Investor Relations	At the 9 th /2023 BOD Meeting December 7, 2023	December 8, 2023	Updated the content to align with the current situation.