

Investment and Supervision Policy for Subsidiaries or Associated Companies

KCG Corporation Public Company Limited

Subsidiaries and affiliated companies are essential company strategies. They serve as a tool to increase the Company's competitiveness and are strategies to reduce costs or create sustainability and stability in the upstream, midstream, and downstream supply chain system.

1. Principles and Reasons

KCG Corporation Public Company Limited ("Company") recognizes the significance of subsidiaries and associated companies that contribute to the success of the Company's strategies or support the supply chain. This enhances the Company's overall operational performance, making it more robust and sustainable. Therefore, having a good investment and supervision policy for subsidiaries or associated companies is a crucial factor that helps the Company achieve its objectives and set goals.

2. Objectives

The Company has established this investment and supervision policy of subsidiaries or associated companies with the following objectives:

- 2.1 To establish clear guidelines for the directors, executives, and employees, and to ensure that they are aware of the intentions and the investment and supervision policy framework of subsidiaries or associated companies.
- 2.2 To promote and support the directors, executives, and employees in recognizing the benefits and importance of working together within the investment and supervision policy framework of subsidiaries or associated companies.
- 2.3 To ensure the stakeholders that the Company has a sustainable business growth strategy in place.

3. Investment Policy for Subsidiaries or Associated Companies

The Company has established important principles and guidelines regarding the investment and supervision policy of subsidiaries or associated companies as follows:

- 3.1 The Company's investment policy for subsidiaries or associated companies applies to any subsidiaries or associated companies meeting the following description:
 - 3.1.1 A business that aligns with the Company's goals, vision, and growth strategies.
 - 3.1.2 Possess potential for growth and the ability to generate good returns on investment.
 - 3.1.3 Support the core business of the Company.
 - 3.1.4 Generate benefits for the Company.
 - 3.1.5 Increase the Company's competitiveness.
 - 3.1.6 Complement or expand the Company's existing business.

3.1.7 A business that takes into account the impact or risks that may occur to society and the environment.

3.2 The Company shall analyze the feasibility of investment by considering the following factors:

3.2.1 Cost-effectiveness when comparing various risk factors.

3.2.2 Investment size in the subsidiary or associated company in comparison to the Company's financial position.

3.2.3 Well-defined investment procedures and criteria.

3.2.4 Clear criteria and approval authority for investment decisions.

3.2.5 In cases of significant investment amounts, an Investment Committee shall be established to evaluate the investment before proposing to the Board or Shareholders' Meeting for approval.

4. Supervision Policy for Subsidiaries or Associated Companies

The Company established a supervisory policy for its subsidiaries and associated companies with the intent of establishing important measures or mechanisms directly and indirectly, as outlined below:

4.1 The Company shall appoint a representative to serve as a director in each subsidiary and/or associated company in proportion to the Company's shareholdings to govern subsidiaries and/or associated companies to ensure compliance with laws, corporate governance, sustainable development policy, and other Company policies.

4.2 In the event that subsidiaries enter into transactions or enact any other acts that are deemed to be the acquisition or disposition of assets in accordance with the notification of acquisition or disposition of assets, or notifications of the connected transaction, such transactions or acts must be approved by the Board and/or Shareholders' Meeting, as the case may be. Such transactions shall be disclosed by the Company in accordance with the applicable criteria.

4.3 In the event that any transactions or actions as mentioned in clause 4.2 are required to obtain approval from relevant authorities according to the law before conducting such transactions, the subsidiary and/or associated company shall comply with the relevant law.

4.4 In the event that entering into a transaction causes certain circumstances in subsidiaries that require the Company to disclose the transaction to the Stock Exchange of Thailand in accordance with the regulations. The director of subsidiaries is obligated to inform the Company's management immediately if the subsidiary is about to enter into a transaction or if the aforementioned circumstances occur.

4.5 The Company shall establish the essential working plans and operations to ensure that its subsidiaries and/or associated companies disclose information on their performance and financial position to the Company. In addition, the Company must monitor its subsidiaries and/or associated companies to ensure adequate and appropriate disclosure of its information system and internal control system.

4.6 The Company closely monitors the operating results and performance of subsidiaries and/or associate companies and presents summary analysis, opinions, and suggestions to the Board, and subcommittees of each subsidiary and associate company in order to consider and determine policy or improve the business of subsidiaries and/or associate companies.

5. Investment and Supervision Policy for Subsidiaries or Associated Companies Review

At least once per year, the Company will review the investment and supervision policy for subsidiaries and associated companies.

6. Enforcement

The investment and supervision policy for subsidiaries or associated companies shall take effect on the announcement date.

This was announced on November 1, 2022.

Dr. Chaiwat Wibulsawat
Chairman of the Board
KCG Corporation Public Company Limited