

# Corporate Governance Structure

The company recognizes the importance of managing and administering its employees and management structure, and therefore operates transparently and with checks and balances that allow the company's management structure to exercise their authority. As a shareholder, the company's ultimate owner, has the authority to control the company's management structure, and the company's board of directors and audit committee have the responsibility to oversee the management and employees of the company, ensure responsible work practices, and protect the interests of shareholders in the long term.

The board of directors can be divided into 2 committees: the company committee and the audit committee, which are detailed as follows:

## 7.1 The Committee

### 7.1.1 Board of Directors

The Board of Directors of the company consists of directors with diverse expertise and experience in the financial business and various professions. As of December 31, 2024, the company had nine directors, and their names are listed below.

List of the Board of Directorss	Director position	First appointment date of director
1. Mr. Do Soon Kim	Chairman of the board (Non-executive directors, Independent director)	12-May-2023
2. Mr. Hyeong Gu Shin	Director (Executive directors)	3-Feb-2023
3. Mr. Hak Il Kim*	Director (Executive directors)	12-Jan-2024
4. Mr. Jaesung Yoon	Director (Executive directors)	22-Dec-202
5. Mr. Hoyoung Kim	Director (Non-executive directors)	28-Apr-2022
6. Mr. Chalermchai Mahagitsiri	Director (Non-executive directors)	20-Sep-2011
7. Mr. Shinya Ozono	Director (Non-executive directors)	12-Nov-2020
8. Mr. Songsak Limbanyen	Director (Non-executive directors, Independent director)	17-Feb-2017
9. Mr. Boonyarit Kalayanamit	Director (Non-executive directors, Independent director)	12-May-2023

\*Mr. Jisob Choi resigned from his position as a company director, and Mr. Hakil Kim was appointed to replace him, effective January 12, 2024.

As of December 31, 2024, the directors and related parties did not hold any securities of the company except for Mr. Chalermchai Mahagitsiri, who held 789,570,000 shares, or 10.13% of the total shares, as of the latest share registration closing date of February 28, 2025.

If any director or related party purchases or sells the securities of the company, they must report their shareholding and gains or losses to the company in accordance with the criteria of the stock market within 3 days from the date of the transaction. The board of directors must also prepare an annual report on their gains and losses.

## Authorized Signatories of the Company

As of December 31, 2024, the authorized signatories of the company were Mr. Hyeong Gu Shin, Mr. Hak Il Kim, and Mr. Jaesung Yoon, two out of these three who signed and affixed the company's seal together.

## Office Term of the Directors

According to Public Limited Companies Act, B.E. 2535 and the Company's regulations, in every annual shareholder's meeting, one-third of the Board of Directors must resign. If the number of directors cannot be divided into three, the number closest to one-third shall resign, and the director who has served the longest shall resign. The outgoing director can be re-elected.

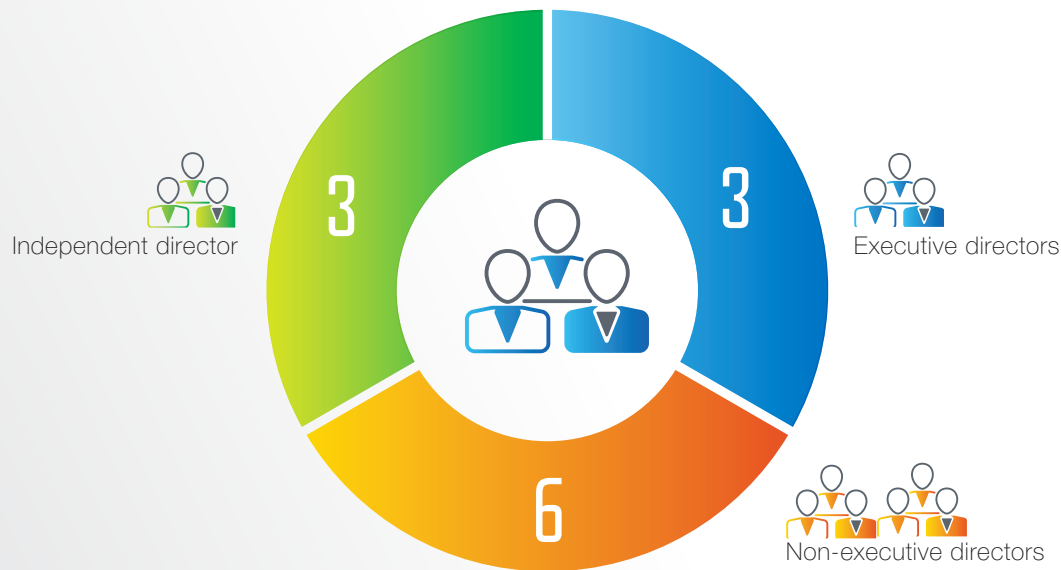
Furthermore, if a director position becomes vacant due to reasons other than the expiration of the term, the Board of Directors may appoint a qualified and unrestricted person to fill the position until the next Board meeting, provided that the remaining term of the outgoing director is not less than two months. The appointment must be approved by a vote of no less than three-fourths of the remaining directors.

Currently, the Board of Directors of the Company consists of 9 members. Therefore, each director must resign every 3 years and has the right to be re-elected.

## Balance of Non-Executive Directors

The Company's regulations require that the Board of Directors must have at least 5 members, and as of December 31, 2024, the Company's Board of Directors consisted of 9 members, including 3 employed directors and 6 non-employee directors, which is more than half of the total number of directors. Additionally, there must be at least 3 independent directors.

## Structure of the Company's Directors



### 7.1.2 Audit Committee

As of December 31, 2024, the audit committee of the company consists of three audit committee members as follows;

	Name	Position
1.	Mr. Do Soon Kim	Chairman/ Independent Director / Chairman of the Audit Committee
2.	Mr. Boonyarit Kalayanamit	Independent Director / Audit Committee member
3.	Mr. Songsak Limbanyen	Independent Director / Audit Committee member

All audit committee members of the company are independent directors who do not hold any direct or indirect shares, have never been executives, employees, legal advisors, or accountants, and have never been business partners or competitors of the company or its affiliates. This ensures that all members of the audit committee can provide an independent review and make decisions under the authority of the audit committee.

### Term of Office of the Audit Committee

Each audit committee member has a term of office of not more than three years. However, a committee member who has completed the maximum term of office may be re-elected. If a committee member has served in office for more than 9 years or 3 consecutive terms, the board must re-evaluate their independence.

At present, no audit committee member has served for more than 9 years, and all members have no conflicts of interest or diverging interests from the company. Thus, they can perform their duties independently for the benefit of the company and all shareholders.

## Vision and Integration or Separation of Positions

From the governance structure in item 7, it can be seen that the company has two committees, the board of directors and the audit committee, to ensure clear delegation of authority, which will maximize the effectiveness of setting the direction and operating the business of the company. The board of directors is responsible for setting the company's goals and delegating authority to the audit committee and senior management.

### 7.1.3 Environment, Social and Governance Committee

As of December 31, 2024, the Environment, Social and Governance committee of the company consists of Independent director and Executive director totally 4 members as follows;

	Name	Position
1.	Mr. Do Soon Kim	Chairman of ESG Committee
2.	Mr. Hyeong Gu Shin	ESG Committee
3.	Mr. Hak Il Kim	ESG Committee
4.	Mr. Jaesung Yoon	ESG Committee

In the business context today, Environment, Social and Governance (ESG) are the key components not only to the business license to operate but also the long-term business value. Therefore, the ESG Committee is established to oversee the ESG matters to ensure that the Company manages ESG corresponding to its value and stakeholders' long-term interests.

#### 7.1.3.1. Purpose

The ESG Committee is established to support the Board of Directors' on-going commitment to ESG by fulfilling its oversight responsibilities regarding, but not limited to occupational health and safety, environment, climate change, human rights, community, corporate social responsibility, social and governance.

#### 7.1.3.2. Composition and qualifications

- The ESG Committee, Chairman and members, shall consist of at least four directors appointed by the Board of Directors.
- The Chairman of the ESG Committee shall be an independent director.
- At least one of ESG Committee members shall have knowledge, understanding, and experience in ESG matters.

#### 7.1.3.3. Term of office

- The term of office of each ESG Committee member is 3 years from the date being appointed from the Board of Directors
- Apart from the vacancy upon the expiration as aforementioned in 3.1, a member of the ESG Committee shall vacate office when: 1) he/she resigns. 2) the Board of Directors passes a resolution removing him/her from office.
- Any ESG Committee member who wishes to resign during the term of office shall inform the reasons and give a notice to the Board of Directors at least 1 month in advance.

#### 7.1.3.4. Duties and Responsibilities of the ESG Committee

The ESG Committee is accountable to Board of Directors subject to the scope of duties and responsibilities assigned by the Board of Directors as follow:

- **Oversee of ESG matters**

- Recommend to the Board of Directors overall general strategy with respect to ESG Matters.
- Oversee the Company's policies, targets, practices, and performance with respect to ESG Matters.
- Review and monitor major ESG risks, after Risk Management Committee, to ensure that the Company has put in place an effective means of ESG risk management
- Review and monitor stakeholder engagement and ESG materiality assessment process, after ESG Committee, to ensure that both processes are considered credible and the outcomes are properly identified, prioritized and managed.
- Oversee the Company's official public disclosures in relation to ESG Matters.
- Report to the Board of Directors current and emerging topics relating to ESG matters that may affect the business, operations, performance, or public reputation of the Company and its stakeholders then recommend how the Company's policies, practices and disclosures can be adjusted to address those issues.

#### 7.1.3.5. The ESG Committee Meeting

- The ESG Committee shall often meet as it determines necessary or appropriate to meet its objectives, but no less frequent than quarterly. Each meeting must also be attended by at least two of the committee members to constitute a quorum.
- The agenda of meeting and supporting documents will be prepared and submitted prior meeting date. ESG Committee secretary records the minute of meeting.

#### 7.1.3.6. Reporting

The ESG Committee shall report its activities and result from its meeting in the Board of Directors meeting at least once a year.

Performance Assessment The ESG Committee shall conducted self-assessment on its performance and report to

## 7.2 Executive Committee

