



# ***Corporate Governance Policy***

*Panjawattana Plastic Public Company Limited*



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## *Good Corporate Governance*

The Company is well aware of, and places high importance to an efficient, transparent and accountable management system which will consequently build trust and confidence amongst all stakeholders, and contribute to sustainable growth of the Company's businesses. For the business to operate based on the code of ethics and in observance of relevant laws, the Company has instituted the corporate governance policy to upgrade the existing practices, set up a clear standard system for employees of all levels to comply, and hence instill the real culture of good corporate governance. The Company has adopted the Good Corporate Governance, 2006, prescribed by the Stock Exchange of Thailand (SET), which covers five chapters as follows:

## *Chapter 1 Rights of Shareholders*

The Company realizes the importance of fundamental rights of its shareholders as company owners and investors, such as right to buy, sell or transfer the securities they hold, right to profit sharing from the Company, right to adequately access the Company's information, rights at a shareholders' meeting, right to express opinions, and right to make joint decisions on such critical matters as profit appropriation for dividend payment, appointment or removal of a director, appointment of the auditor, approval of transactions with impact on its business framework, amendment to the Company's memorandum of association, and articles of association, etc.

In addition to the fundamental rights above, the Company has taken several measures to facilitate the exercise of rights by the shareholders as follows:

1. The company, allows shareholders to propose the agenda for the Annual General Meeting in advance during October and December of each year, and submits questions related to the agenda for the Annual General Meeting in advance. Their agendas will be published in the Stock Exchange of Thailand News channel together with clearly guidelines and regulations at the company's website in the Investor Relation section.
2. The Board of Directors, executives, relevant work units, and the auditor are encouraged to attend the shareholders' meeting.
3. Notice of annual general meeting of shareholders together with supporting documents will be sent to the shareholders seven days prior to the date of the meeting or as required by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The notice will be posted on a newspaper for three consecutive days at least three days in advance of the meeting date. Each agenda item will be accompanied by the Board's opinion to support the shareholders' consideration well in advance.

4. If a shareholder is unable to attend the meeting, he/she may appoint one of the independent directors or any other person as proxy to attend the meeting on his/her behalf using any one type of the forms delivered together with the notice.
5. Prior to the meeting date, shareholders are given an opportunity to submit their opinions about agenda of the meeting, suggestions and questions.
6. At the meeting, shareholders are given opportunities to raise questions, give suggestions, or express their opinions to the meeting on various issues independently and equally. A shareholder meeting will be attended by relevant directors and executives to answer to any questions raised at the meeting. Record of the questions and opinions expressed at the meeting shall be made available for the shareholders' inspection and information.
7. At the meeting to elect a director, shareholders are given opportunities to vote for a director one by one. They shall have the right to nominate a qualified person from various backgrounds to represent them and protect their interests.
8. After the shareholders' meeting, the Company will prepare the minutes of the meeting containing complete and accurate information for consideration of the shareholders.

## ***Chapter 2 Equitable Treatment of Shareholders***

The Company has a policy to ensure equitable treatment of all shareholders, particularly the minor shareholders by allowing them to propose agenda items for the annual general meeting and nominate qualified persons as directors ahead of time, plus detailed information and/or qualifications, and consent of the nominees for the meeting's consideration during October and December of each year. Their agendas will be published in the Stock Exchange of Thailand News channel together with clearly guidelines and regulations at the company's website in the Investor Relation section. The Company will screen and contain only beneficial agenda items and select

only qualified persons through the Audit Committee before proposing to the Board of Directors for consideration and placing on the agenda of the meeting.

At each general meeting, the Company has a policy of treating all shareholders on an equitable basis. Before commencing a meeting, the Chairman will explain to the attendees about their right to vote, details on how to cast ballots are announced for each agenda and votes are tallied for each resolution. Sufficient time will be allocated for the shareholders to express their views, offer advice, and ask questions at each agenda item. The Chairman will proceed according to the meeting agenda as outlined in the invitation notice. No additional agenda items that have not been indicated in the invitation notice will be raised without notifying the shareholders in advance. Thus each shareholder should have time to study the information before making any decisions.

The Company has stringent control on the use of insider information to prevent the abuse of information for personal or others' benefits, and to ensure fairness for all stakeholders. The Company has set out guidance for safekeeping and protecting against the use of the Company's insider information. It has issued a written order prohibiting the directors, executives and employees from trading the Company's shares by using secret and/or insider information and/or using secret and/or insider information in conducting any juristic act that will cause damage to the Company either directly or indirectly. In addition, the directors, executives, and employees in work units related to insider information must not use that information before it is publicly disclosed. The persons concerned with insider information are also prohibited from trading Company shares, either by themselves, their spouses or under-aged children, directly or indirectly (such as a nominee through private fund), within one month before the quarterly and annual financial statements are released and to wait for at least 3 days after such disclosure to the public.

Directors and executives are informed of their obligation to report their securities holding in the Company and of the penal clause pursuant to the Securities and Exchange Act B.E. 2535 (1992) and the SET requirement. In the event of Company shares trading by directors or executives, they are required to report to the SEC within 3 business days in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) on their shareholding in the

Company, including those of their spouses and under-aged children, for further disclosure to the public

The Company has set disciplinary penalty in case of violation of using internal information for personal benefits, or disclosing the information that may cause damage to the Company. The penalty is imposed according to the severity beginning from verbal warning, written warning, temporary suspension without pay, termination of employment, dismissal, removal, and discontinuation of employment, as the case may be.

In addition, the Company has adhered to the equitable treatment principle for the benefits of all shareholders and set out guidance for managing conflicts of interest in a transparent and accountable manner, in particular transactions between the Company and interested or concerned parties. In the event that there is such a case, the concerned persons must promptly report to the Company and refrain from taking part in the consideration of or voting on that matter. Guidelines are also set to prohibit the directors or executives who may have benefits from joining in decision making on respective transaction. At the Board of Directors' meeting, the directors who have been involved in any conflicts of interest must not vote on the matter.

### ***Chapter 3 Role of Stakeholders***

The Company has given importance to the rights of all groups of stakeholders, consisting of such internal ones as shareholders, employees and executives and such external ones as creditors, customers, suppliers, competitors, government agencies, society and community, etc. Realizing that supports and comments from all groups of stakeholders benefit the Company's operation and business development, the Company will comply with the applicable laws and requirements to ensure that the rights of such people are well maintained. Besides, the Company promotes the rights of all stakeholders, political and universal human and non-infringement of

intellectual property and realizes important environmental and social responsibility based on the following guidelines:

Shareholders : Treat all shareholders equally; protect shareholders' benefits; will not violate the shareholders' right or deprive them of their right; build maximum satisfaction with due regards to the Company's sustainable growth; ensure regular and suitable earnings; and uphold the principles of good corporate governance in doing business.

Employees : Ensure that all employees are fairly and equally treated in terms of opportunities, rewards, welfare and potential development; recognize that all employees are valuable resources and are the key to the success of the organization; the Company is determined to develop the organization into a learning organization, enhance culture and working environment, promote teamwork, increase employees' knowledge and competency for their advancement and career stability and realized safety and environment, assure them of quality of life and safety at work, maintain occupational health and environment; pay attention to opinions and suggestions from employees of all levels fairly and equally.

Customers : Enhance satisfaction and confidence among the customers; be attentive and responsible for the customers; deliver premium products/services of high quality and safety at reasonable prices, in compliance with the standards; strictly follow the conditions and agreements with the customers; upgrade standards of products/services on a continual basis; regularly maintain good and



sustainable relationship with the customers; use the customers' information for the benefits of the Company and concerned parties.

Business Partners and Creditors : Have due regards to equality, equity, fairness and honesty in doing business; protect the interests of the partners and creditors by earnestly observing the laws and rules; have code of ethics in doing business, not asking, taking or offering any bribes when doing business with the partners; respectfully follow the agreed conditions; have fair treatment of the creditors including punctual debt settlement; ensure that collateral assets and other conditions under contracts are correct, complete and meet the principles of good corporate governance; report to the business partners and creditors in advance if the Company is not able to follow the obligations stated in the contracts and collaborate in making a solution.

Competitors Treatment of business competitors shall be in compliance with international principles under the law on trade competition practice; uphold the rule on fair competition; not discriminate against others in entering the business; not tarnish competitor's reputation by accusation or giving false information or act in any manner that is an unfair treatment in competition.

Public Sector Give importance to transparency and take into account honesty when making transactions with government agencies and the officials alike to avoid any acts that may lead to improper undertaking and conflicting with the good governance principles; deny any forms of bribing the state officials for the Company's convenience or business interests.

Community, Society and Environment : Have a policy to conduct the business with responsibility toward the community, society and environment with due regards to safety, quality of life, and natural resource conservation; promote efficient use of energy; be aware of quality of life of the community and society as well as the impacts from the manufacturing sector on the environment; ensure that any actions or decisions of the Company relating to its production and business conduct are lawful and comply with the rules and regulations or standards; encourage the employees to have sense of responsibility toward the community, society and environment, and cooperate in the activities arranged by the community where the Company is located.

In 2012, the Company added good ways of practical performance as follows:

- 1) Stipulated Anti Corruption Policy on the Receipt and Giving of Thing or any other Benefit in order to motivate the illegal performance and cause the rising of the conflict of interest.
- 2) Policy on Political Right, International Human Right and Non-infringement of Intellectual Property Right.
- 3) Increased notification channels for complaints and recommendations, complaints receiving process, complaint protection measures.
- 4) Prescribed the rule of Code of Conduct and Work Practice as the Discipline with which all Board Members, Executives and employees must strictly comply. Any violation or non-compliance shall be deemed to be a disciplinary violation against Personnel Administration Regulation.

Thus, the Company has promote the use of resources with efficiency and worthiness, directed employees to be definitely attentive and perform duties with consciousness by

taking into account the safety and environment, encouraging stakeholders of the Company to participate in the developments of the stakeholders continuously which the company has provided the employee training and other activities which has evaluated always its results.

Thus, The Company provides a channel for all shareholders and stakeholders which report and complain directly to Audit Committee via email at [auditcommittee@pjw.co.th](mailto:auditcommittee@pjw.co.th). And the Company set the channel of complaint for employees about the Corporate Governance of company to report directly to secretary of Audit Committee who would submit to Audit Committee and Good Governance for consideration and report to the Board of Directors further.

#### ***Chapter 4 Disclosure and Transparency***

The Company gives importance to accurate, complete, timely and transparent disclosure of both financial and general information in accordance with the rules of the SEC and the SET, as well as such other information as essentially affecting Company share price, all of which can influence the decision process of its investors and stakeholders. Accordingly, company information is disseminated to its shareholders, investors and the public through several channels including information channels of the SET.

The Company has a company's website so that all stakeholders can access to company's information which disclosure the practice of good corporate governance laws and regulations of the Stock Exchange of Thailand and of Securities and Exchange Commission Thailand include that disclosure the annual report, financial statement, governance and business ethics, nature of company's business, the meeting of shareholders' information, Letters to the Stock Exchange of Thailand , News Clippings and Information about the directors and the company's business structure.

The Company sets up investor relation team so as to be a channel in publishing company's information to domestic and foreign investors and corporate with analyst and news reporter. In year 2012, the Company has engaged in the Opportunity day of the Stock Exchange of Thailand so that

has presented about business profile and operating performance of the Company every quarter. Besides, the Company has published the news and other reports to the public news reporter and has invited the investor company's visit corporate with the Thai Investor Association.

With respect to investor relations function, a work unit to take charge of this area has not yet been set up because of low level of activities. Mrs. Prim Chaiyawat or Mr. Supparoj Poolvanich, are tasked with communicating with investors, shareholders, analysts and public sector concerned.

The Board of Directors is responsible for financial statements and financial information appearing in the annual report. The financial statements have been prepared pursuant to the generally accepted accounting standard for Thailand, with accounting policy appropriately selected and regularly used throughout the operation, including adequate disclosures in the financial statements. In this regard, the quality of the financial statements and internal control, as well as adequate disclosures in the notes to financial statements, will be reviewed by the Audit Committee.

## ***Chapter 5 Responsibilities of the Board of Directors***

### **1. Structure of Board of Directors**

The Board of Directors is composed of the persons who are knowledgeable, competent and have experience in the areas that support the development of the Company's business. The Board plays an important role in supervising, inspecting and evaluating the results of operations of the Company in compliance with the set plan, as well as running the business in compliance with the law, regulations and resolutions of the shareholders' meeting. The Board is obligated to ensure honesty and morality under the code of conduct of the business, and to oversee the administration conducted by the management according the set goals and directions for the Company's and shareholders' maximum benefits.

One-third of the Board of Directors is represented by independent directors with the purpose of check and balance for voting on matters for consideration. The Audit Committee has been instituted consisting of three independent directors.

Currently, the Board of Directors is composed of nine members, of whom five members represent the major shareholders (three out of nine directors are managerial directors and/or members of the Executive Committee) and four members are independent directors (three out of the four directors are members of the Audit Committee). The number of independent directors is in accordance with the requirements of the SEC and the SET, thereby one-third of the Board of Directors shall be independent directors.

According to the articles of association, at the annual general meeting, one-third of the directors shall retire from office. If the number of directors is indivisible by three, the one nearest to one-third shall apply. Directors due to retire from office in the first and second anniversary of Company registration should be determined by drawing lot. For subsequent years, directors being in office the longest shall retire from office. However, those directors who retire by rotation may be re-elected to resume their directorship.

Besides, the Board of Directors has appointed supporting committees comprising the Executive Committee, Audit Committee, and Risk Management Committee to perform specific duties and propose matters to the Board of Directors for consideration and acknowledgment. Each supporting committee has its own rights and duties as prescribed.

The Board of Directors has the policy that the person appointed as Chairman of the Board and the Chief Executive Officer must not be the same person in order to clearly delineate the responsibilities in supervisory policies and daily management. Therefore, duties and responsibilities between the Board of Directors and executives are clearly separated and balanced. The Board of Directors has the duty to determine policies and supervise the performance of policy level executives, while the executives are responsible for managing the Company' operations in compliance with the set policy. Accordingly, the Chairman of the Board and the Chief Executive Officer are different persons.

So as to create the policy on the number of the Company directors can hold the committee position according to the guideline on corporate governance of the listed companies not over 5 companies and Chief Executive Officer and Executives can take the position at other companies not exceed 5 companies excluding its subsidiaries with the approval from the company's directors

The Board of Directors has appointed Company Secretary having the duties and responsibilities in accordance with the Securities and Exchange Act (name of the company secretary and duties and responsibilities are provided in Content of Organization Structure).

## **2. Role, Duty and Responsibilities of the Board of Directors**

The Board of Directors has the duties to consider and approve important matters relating to the Company operations, such as defining vision, mission, strategies, risks, work plan and budget, including overseeing the management to ensure that they perform the duties in line with the policies and work plans in an efficient and effective manner (details of their duties and responsibilities are provided in Content of Organization Structure).

### *Delineating of Duties between the Policy Setting and Daily Wok Management*

The Board of Directors has clearly delineated the roles and responsibilities of the policy level and the daily management. The Chairman and the Chief Executive Officer will be elected by the Board of Directors. The Chairman must not be assigned as the Chief Executive Officer. But he will be the leader and take key role in making policy decisions resulting from the Board of Directors' meeting at which business targets will be considered and defined together with the management team. The Chairman shall efficiently and effectively lead the Board of Directors' meetings, support all directors' active and independent involvement in the meeting. He will also chair the shareholders' meetings. The Chairman of the Board does not get involve in daily management, but he should support and advise the management team concerning the business through the Chief Executive Officer. The Chief Executive Officer shall be responsible for managing the Company within the scope of powers assigned by the Board of Directors (details of their duties and responsibilities are provided in Content of Organization Structure).

### *Corporate Governance Policy*

A corporate governance policy was defined in writing and agreed to by the 8/2554 Board meeting on 18 August 2011, with the policy and its compliance reviewed on a regular basis. The

Company has disseminated the policy to all staff for their common and correct understanding and for compliance with the set policy.

The Board of Directors on 20 February 2013 has approved changing name of the Audit Committee to the Audit and Corporate Governance Committee so as to study, promote, improve, evaluate and review the role of Corporate Governance and Business Ethics to update in the present and to be consistent with the regulation of Stock Exchange of Thailand and The Securities and Exchange Commission of Thailand.

#### *Code of Conduct*

The Board of Directors is committed to conduct ethical and fair business. It has the policy to develop a written code of conduct for adherence by the employees in performing their duties with transparency, morality and responsibility toward all groups of stakeholders, the society, and environment. The policy has been disseminated to the employees through training and internal communications. The code of conduct reflects values and practices to which all employees shall adhere, for example, respect and compliance with the laws, conflicts of interest, the use of internal information and protection of confidential information, internal control and auditing system, receiving and giving gifts, properties or other benefits, property right, information technology and communications, political right and impartiality, treatment toward the employees and responsibility toward the stakeholders.

To this end, all employees have been informed of the Code, including their compliance therewith.

#### *Conflicts of Interest*

A conflict of interest policy was defined on the basis that any decision made in the course of business activity should inure to the best interests of the Company and to avoid any action leading to conflicts of interest. Directors, executives and employees must review and inform the Company of their relation or linkage with such transaction. The person relating or linked to the transaction being considered must not participate in the consideration and approval of such

transaction. Connected transactions and transactions in conflicts of interest must be carefully considered in terms of appropriateness based on the price and same conditions as conducted with outsiders.

Connected transactions and transactions in conflicts of interest carefully considered by the Audit Committee in terms of appropriateness and in accordance with the rules of the SET will be proposed to the Board of Directors.

The directors and the executives including their spouse and minors are required to report on any change to their shareholding to the Company and the Office of the SEC in accordance with Section 59 of the Securities and Exchange Act, B.E. 2535 (1992) within 3 working days following the date of buying, selling, transferring or having been transferred. The directors, executives, and employees who have known about significant internal information must not disclose internal information to outsiders or unauthorized persons and must refrain from buying and selling the Company's shares for at least one month before the financial statements or internal information are released to the public, and at least three days after disclosure to the public in order to prevent the abuse of internal information.

#### *Internal Control*

The Company gives importance to efficient supervision and internal control at both executive and operational levels. Internal control system is the key mechanism to assure the management in mitigating business risks. It enables efficient business operations by appropriately allocating resources to achieve the set targets, guards against asset loss due to corruption, ensures accuracy and creditability of financial statements, guides the employees toward compliance with the relevant laws and regulations, and protects the shareholders' capital. Therefore, the obligations, duties and authority for operatives and executives have been clearly defined in writing. The use of Company assets in meaningful ways is put under control. Delineating of duties among the operatives, supervisors and evaluators is clear-cut to ensure appropriate check and balance.



The Board of Directors assigns the Audit Committee to take charge of reviewing efficiency and reliability of the internal control system arranged by the management, arrange and revise the control systems relating to the operations, financial reporting, compliance with the rules, regulations, and policies, and supervise overall performance as well as manage risks, including any signaling warnings and irregular transactions. The Company hires Karin Audit Co., Ltd. as its internal auditor to monitor and examine the internal control system and to ensure that it has adequate internal control system. To guarantee the internal auditor's independence and ability to perform its duties in the check and balance work, the auditor will report directly to the Audit Committee. The Company has regularly followed up the work and assess adequacy of the internal control system at least once a year to ensure that the system is functioning in an efficient manner.

#### *Risk Management*

The Board of Directors emphasizes the importance of risk management and is responsible for setting out risk management policy of the organization, carrying out risk assessment, and managing the organization's risks at an acceptable level. At present, the Company has set up the Risk Management Committee to ensure efficient risk management in line with the policies based on the principle that the Company must have risk management measure in place to mitigate any risk that may obstruct the achievement of business in accordance with the plan. The Company would also promote and instill the culture of risk awareness, raise understanding about the causes of risks, undertake rectifications such as improving working procedures, using resources responsibly, and the use of tools to prevent or reduce the risks that may incur. These measures have the objectives of preventing and reducing risks, whereas the said systematic approaches will open up new business opportunity that may add greater value to the organization.

### *Report of the Board of Directors*

The Board of Directors is responsible for the Company's financial statements. It assigns the Audit Committee to review the financial report and make sure that the report is correct and has the quality in compliance with the generally accepted accounting standards. Disclosure of important information must be adequate and transparent. The accounting department and/or the auditor will participate in the meeting and submit the report to the Board of Directors on a quarterly basis. The Board of Directors is responsible for Company consolidated financial statements and financial information (Report on the Responsibility of the Board of Directors for the Financial Report) as appeared in the annual report. The financial statements are produced based on the generally-accepted accounting standards and audited by the auditor. Disclosure of essential information, including financial and non-financial information, is based on complete and regular facts.

### **3. Board Meeting**

Board meeting is convened every 3 months and additional special meetings may be held as necessary. The Company will issue invitation letters to the Board, complete with the agenda and related documents before the meeting so the directors have sufficient time to study the information before attending the meetings except in urgent case. The minutes of the meeting will be recorded and all adopted reports will be kept for reference and examination. The Company will report its performance to the Board of Directors every month to allow the Board to oversee the management's performance regularly in a timely manner.

The Chairman of the Board of Directors and the Chief Executive Officer will jointly define meeting agenda and consider which matters should be included in the agenda of a Board meeting. Each director is given an opportunity to suggest matters for such inclusion.

The Chairman of the Board of Directors as the chairman of the meeting will allow all directors to discuss and express their opinions openly. The high level executives, as concerned parties, may join the meeting to provide additional, useful information as well as to directly acknowledge the policy for further action. In voting at a meeting, the Board of Directors adheres to

majority of votes. One director has one vote. The director having conflicts of interest should not join the meeting and/or vote for the matter thereof. In the event of tie, the meeting chairman should have another casting vote.

All directors have the right to examine the agenda and other important documents. If independent directors or members of the Audit Committee have any queries, other directors and the executives must answer to the queries without delay and as much complete as possible.

In the case that a director disagrees with the meeting resolution, he/she may either ask the company secretary to record his/her objections, or lodge an objection letter to the Chairman of the Board of Directors.

At each meeting of the Board of Directors, the company secretary will join the meeting and record the minutes of the meeting and submit it to the Chairman of the Board of Directors for his signature. This record of the meeting will be proposed to the next meeting for adoption. The company secretary is also responsible for keeping information or documents for ease of reference. Normally, all members of the Board of Directors will attend the meeting. Except in case of necessity that they are unable to attend, a notice must be lodged in advance. In addition, the Board of Directors would encourage non-management directors to have meeting among themselves as necessary to discuss issues relating to management and to report the results of discussion to the Chief Executive Officer.

#### **4. Remuneration**

The Company has put in place an appropriate remuneration policy for the Board of Directors and its executives taking into account the Company's performance and compatibility with other companies in the same industry, as well as at a level suitable for each director's duties and responsibilities. Remuneration is in the form of allowance, and/or salaries and bonuses.

#### *Directors' Remuneration and Committee Members' Remuneration*

The 5/2011 extraordinary shareholders' meeting on 5 September 2011 approved a remuneration for the Board of Directors and the Audit Committee, details of which appear in Directors' and Executives' Remuneration.

#### *Chief Executive Officer's and Executives' Remuneration*

The Company at its discretion will set remuneration rate for its executives at a suitable level and at a rate compatible with its peers which should be sufficient for retaining knowledgeable and capable directors. Directors who have been assigned with more duties and responsibilities will receive more remuneration as appropriate.

### **5. Director and Executive Development**

The Board of Directors has a policy to provide training and knowledge to the directors involved in the Company's corporate governance system, consisting of directors, Audit Committee members and Company executives, etc. in order for continued development and visitation company's factory at least 1 time per year and collaboration altogether with the Directors and Executives . In the event of changing a director or appointing a new director, the Company will prepare documents and information useful for his/her works, as well as introduction the Company's profile, nature of business and business framework to the new director.

### **6. Self-evaluation of the Board of Directors**

The Board of Directors has provided self-assessment of the Board, individual directors and the committees, which consist of Risk Management Committee and Audit Committee, in the results of past work at least one time per year so that using of information management to improve the efficiency even more by using form of self-evaluation of the Board of Stock Exchange of Thailand.

## **7. Evaluation of the performance's Chief Executive Officer**

The Board of Directors has assigned the evaluation of the performance's Chief Executive Officer annually in order to determine their remuneration, appropriate incentives and rewards by using evaluation form of the Board of Stock Exchange of Thailand.

## **8. A succession plan of inheritance**

The Board of Directors has determined a succession plan of The Chief Executive Officer and Vice president next generation who are competent enough to perform the following functions.

- 1) The Board of Directors has determined the management of development plan.
- 2) The Board of Directors is authorized to determine the knowledge, skill and experience of each position to elect leaders who are qualified and able to inherit the job position.
- 3) Chief Executive Officer has assessed the performance and knowledge of executives in level of requirement to be individual in the development plan.

Chief Executive Officer has reviewed and summarized of a succession plan of Chief Executive Officer and Vice President always and has reported to the Board of Directors each year.