



# Corporate Governance Policy

The board of directors of the company realizes the importance of good governance since it is an important mechanism that leads to an efficient, transparent and verifiable management system which, in turn, creates trust and confidence in the shareholders, investors, stakeholders and all parties involved. Having good governance will be a value adding tool that helps build the competitiveness and promotes sustainable growth of the company in the long run.

Therefore, the board of directors establishes “Corporate Governance Policy” in order to provide the appropriate guideline of best practice to the directors, managing executives and employees in carrying out their duties to the fullest of their ability and in accordance with the principle of corporate governance of the company, the appropriate behaviors of the directors of a listed company, rules, regulations and procedures involving the Stock Exchange of Thailand, and Securities and Exchange Commission Thailand.

The board of directors of QTC Energy PCL will try to ensure that the policy and procedures are followed strictly and the modifications to good corporate governance for listed companies by Stock Exchange of Thailand are followed yearly in order to operate the business based on correctness and transparency, to promote the strength and create good returns to the shareholders and all stakeholders of the company and to meet the determination to develop the corporate governance to its excellent level.

On Behalf of the Board of Directors

QTC Energy PCL

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## **Category 1 The Rights of Shareholders**

Our company realizes and emphasizes on fundamental rights of individual shareholders and corporate shareholders such as the right to buy, sell and transfer shares, the right to receive the share of the company's profit, the right to receive sufficient business information, the right to take part at the meeting of the shareholders in order to vote for the appointment or removal of the directors, the appointment of the auditor and significant matters of the company such as dividend allocation, establishment or amendment of the regulations of the company, the memorandum and article of association, and the change in capital.

In addition to the basic rights as mentioned above, the company carries out the following activities that promote and facilitate the convenience for the shareholders to exercise their rights.

- Send the invitation to the shareholders' meeting at least 14 days in advance of the meeting and specify the date, time, venue and agenda, rules of the meeting, voting procedures and supporting information for the matters to be decided at the meeting completely as well as posting such information on the website of the company in Thai and English languages at least 1 month in order to provide the opportunity for the shareholders to have sufficient time to study the supporting information before receiving it in the document form from the company.
- The company lays out the guideline for the consideration of agenda at the annual ordinary shareholder's meeting in accordance with the principle of good governance as follow.
  - Agenda 1 To consider and acknowledge of the ordinary shareholder's meeting minute
  - Agenda 2 Report of the company's operation result of the previous year
  - Agenda 3 Approval of the company's financial statements for the year ended 31<sup>st</sup> December of the previous year
  - Agenda 4 Approval of the allocation of profits from operation from the previous year
  - Agenda 5 Appointment of directors to replace the directors whose terms have ended
  - Agenda 6 Approval of the directors' remuneration
  - Agenda 7 Appointment of the auditors and determination of audit fee
  - Agenda 8 Other matters by allowing the shareholders to ask important issues
- In the case where the shareholder cannot attend the meeting, the company allows the shareholder to appoint a proxy, who can be an independent director or any person, by using the power of attorney form provided together with the invitation to the meeting by the company.

- Provide the opportunity for the shareholders to send in their questions about the shareholders' meeting agenda to the directors of the company at least 20 days in advance before the meeting date via the company's website or email to the investor's relation through the information system of Stock Exchange of Thailand
- Allow the shareholders to question, comment and provide suggestions fully and freely  
The company allows the shareholders to exercise their right to attend the meeting and vote fully by holding the meeting on a working day and selecting a hotel in Bangkok and outskirts of Bangkok as the meeting venue where there are convenient modes of transportation for the shareholders to come to the meeting. The company also prepares some duty stamps for shareholders who are proxies.
- All directors and high ranking managing executives of the company are present at the shareholders' meeting and will answer the questions from the shareholders.
- After completing the meeting, our company will publish the result of voting of each agenda in the General Meeting of Shareholders and the Extraordinary General Meeting on the next date via our website. Minute of the meeting with correct and complete details will be made and published via our website within 14 days from the date of meeting in order to facilitate inspection of the shareholders.
- Our company utilizes technology in several processes (e.g., registration, vote counting, and vote outcome) of the meeting of shareholders to operate the meeting rapidly and correctly.

## **Category 2 The Equitable Treatment of Shareholders**

The company has the policy to treat and protect the rights of each shareholder equally and fairly including those who are managing executive and non – managing executive shareholders, local or foreign shareholders, large or small shareholders by allowing them to equal basic rights.

- The company provides the opportunity for the shareholder who is unable to attend the meeting to give the power of attorney to an independent director or other person to attend the meeting and vote on the behalf of the shareholder.
- The company provides the opportunity for the shareholder to suggest the meeting agenda and nominate a director for the election at the shareholders' meeting in advance in accordance with the by-laws of the company which is distributed on the website of the company at <http://www.qtc-energy.com>. The suggestion should be made 3 months in advance of the shareholder's meeting.

- The company does not add meeting agenda without an advance notification unnecessarily. This is especially for the important agenda that the shareholder requires the time to study the information before making the decision.
- The board of directors allows the shareholder to appoint an individual director and supports the use of ballot cards for the sake of transparency and verification.
- The board of the directors establishes the preventive measures against insider trading committed by related persons including directors, managing executives, officers and employees as well as spouse and minor of such persons, who are involved with the information, and also establishes the penalty for disclosing the company information or using the information for personal gain in accordance with the policy to prevent insider trading.
- Provide the knowledge to the directors and the managing executives of the company about the duty to report the ownership of the securities in the company by themselves, spouses and minors as well as the duty to report the changes in the ownership of the investment to Securities and Exchange Commission Thailand under section 59 and the penalty provision under Securities and Exchange Act B.E. 2535.

### **Category 3 The Role of Stakeholders**

The company gives the importance to the rights of the stakeholders and treats all stakeholders fairly with the following details.

- Employee : The company is aware of the importance of all employees who are part of the driving force that enables the company to continue to improve the operation in the future. Therefore, the company emphasizes the development of the potentiality, knowledge and skills of the employee constantly and considers the reward according to the ability of each employee as well as maintaining working environment that takes into consideration the quality of life and work safety. The company treats all employees equally and fairly.
- Trading partner and creditor : The company treats trading partners who are suppliers and creditors fairly and equally and without taking any advantage by following the trading condition and/or agreements strictly in order to improve the business relationship that will be beneficial to both parties.
- Customer : The company cares and is responsible for the customer by emphasizing manufacturing products that meet quality standards and are able to meet the needs of the customers, customer confidentially and by setting the appropriate prices for the customer equally.

- Competitor : The company acts within the good competitive framework and the law, maintains the standards applicable to the competition and avoids dishonest act with the purpose to destroy the competitors.
- Community and society : The company operates with the awareness of the environmental impact. The company emphasizes consciousness, responsibility and improvement on the quality of life of everyone in the community and society constantly as well as supports the activities that are beneficial to the public and not carrying out any activity that is against the law or illegal.
- The company establishes the compensation measure in the case where the stakeholders suffer from the violation of the stakeholders' lawful rights by the company in the company's business ethics manual.
- The company makes it generally known that the directors, the managing executives and employees who know the material inside information which can impact the change in the price of security must refrain from buying and selling of the company's securities during the 1 month period before the announcement of the company's operation result or before the information become public.
- The company clearly establishes the proceeding in the case where unlawful act, inaccurate financial reporting, deficient internal control or unethical act is reported. The report can be made via letter to the audit committee of the company. The company has established the whistle-blower's right protection measures.

#### **Category 4 Disclosure and Transparency**

The board of directors gives the importance to the disclosure of information that is accurate, complete and transparent including the financial information and general information as required by Securities and Exchange Commission Thailand and The Stock Exchange of Thailand as well as the information that has the material impact on the price of the security of the company and the impact on the decision making of the investors and the stakeholders of the company in order to allow everyone who is involved with the company to know the information equally. The distribution of the information to the shareholders and the public is done via channels and media available on The Stock Exchange of Thailand and the website of the company.

The board of directors is aware of the responsibility and determines to ensure that the law, rules and regulations regarding the disclosure and transparency of information is strictly followed.

- The company distributes the information in accordance with the requirement via the channel available on The Stock Exchange of Thailand, Annual Registration Statements (56-1 One

Report) as well as on the website of the company in both Thai and English languages. The information is constantly updated.

- The board of directors reports the operation result in accordance with the corporate governance policy via Annual Registration Statements (56-1 One Report) and on the website of the company.
- The board of directors prepares the report on the responsibilities of the board of directors in financial reporting together with the audit committee's report in the Annual Registration Statements (56-1 One Report).
- The board of directors discloses the name, roles and duties of the board of directors and the committee, the number of meetings and the frequency that each director attends the meeting every year on Annual Registration Statements (56-1 One Report).
- The company discloses the information on Annual Registration Statements (56-1 One Report) in accordance with the announcement of the Securities and Exchange Commission Thailand about the regulation, condition and procedure on disclosure about financial status and the operation result of the company. The information disclosed includes Part 1 Business Operations and Operating Results. Part 2 Corporate Governance. Part 3 Financial Reports.
- The board of directors and the managing executives disclose their security holding and the changes in their security holding in accordance with the requirement of the Securities and Exchange Commission Thailand.
- The first 4 directors and managing executives from the chief executive officer have the duty to prepare the report on their stake and related person's stake to the president of the company and the chairman of the audit committee and disclose the information to all directors in accordance with the Securities and Exchange Act B.E. 2551. The board of directors has the policy that requires the employees at management level and department managers to report their stakes and related person's stakes for the sake of transparency and fairness in business operation. The report is submitted to the audit committee yearly.
- The board of directors maintains the effective internal control system in order to arrive at the reasonable assurance that the accounting records are accurate, complete and sufficient for the safekeeping of assets and to discover the weakness in order to prevent material dishonest act or abnormal operation as well as establishes the audit committee which comprises of non – managing directors who have the duty to perform the audit of financial statements, related transactions and internal control system. The audit committee reports directly to the board of directors.
- The company establishes the investor relation unit for the communication with external parties including shareholders, institutional investors, general investors, analysts and governmental sectors as follow.

- 1) Disclose important information to the public
- 2) Disclose information that reach the public in general
- 3) Clarify the case of rumors and news
- 4) Disclose constructively without due cause
- 5) Trade the security of the listed company by using internal information appropriately, sufficiently, timely, equally, transparently and fairly.
- 6) Proceed when the trading of security of the listed company differs from the normal market condition

For convenience of contact, the following channels are provided:

Tell : (66)2379 3089 ext. 241

Fax : (66)2379 3099

Email : [ir@qtc-energy.com](mailto:ir@qtc-energy.com)

Website : <https://investor.qtc-energy.com/en/information-request/ir-contact>

The company assigns the person, who is authorized to provide such information, including the Chief Executive Officer or the managing director.

- The company assigns the contact person who is authorized to provide the information to the Stock Exchange of Thailand as follow.
  - 1) Disclosure of information on events including assets obtained/ sold, related transactions, setting the date of shareholders' meeting, changes in the directors and auditor, relocation of head office, minute of shareholders' meeting, investment projects and payment/ non-payment of dividend by the Chief Executive Officer or managing director.
  - 2) Disclosure of information for the accounting period such as annual financial statement and quarterly financial reporting, Annual Registration Statements ( 56-1 One Report) . by the Chief Executive Officer or managing director.
- The Providing general news about organization management to mass media: The Chief Executive Officer or Managing Director is responsible for providing information regarding organizational management to the mass media.
- The contact person who coordinates with other units is as follow.
  - 1) For the coordination with Thai Security Depository Co., Ltd., the company secretary is the contact person.
  - 2) For the coordination with the office of Securities and Exchange Commission Thailand, the company secretary is the contact person.

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

### **5.1 The Structure of the Board of Directors**

#### **5.1.1 Composition of the Board of Directors**

The structure of the board of directors comprises of directors less than 5 persons but not more than 12 persons and independent directors of at least 1 out of 3 of the total directors within the board of directors but not less than 3 people. The directors are appointed at the shareholders' meeting. The term of the directorship is 3 years with unlimited number of terms. The company has 3 audit directors. Such structure of the board of directors creates check and balance of vote when considering various matters. The company requires that the president must be an independent director only.

#### **5.1.2 Variety of Board of Directors**

The Company's Board of Directors sets the Board Diversity policy, which will consider the necessary skills that are still lacking in the Company's Board of Directors, including professionalism, specialized expertise, without limiting gender, race, and nationality.

#### **5.1.3 Director's Qualifications**

The board of directors of the company comprises of qualified individuals who have the knowledge, ability and experience at the management level from various organization. Therefore, they are able to apply the experience, knowledge and ability to develop and establish directive policies for the business operation efficiently and maximize the value to the company and the shareholders. The board of directors has an important role in establishing policies and the image of the organization as well as following up on the operation result of the management and evaluating the operation result in accordance with the plan.

#### **5.1.4 Qualifications of Independent Directors**

The definition of an independent director of the company is a Non-Executive Director and is not involved in regular management and is not a major shareholder in the company. The company specifies the qualifications for this position to be equal to the minimum requirements of the SEC Office and the Stock Exchange of Thailand. Those nominated to be independent directors of the company must have all the qualifications according to the definitions as follows:

- (1) Hold shares not exceeding 1% of the total number of shares with voting rights of the company.
- (2) Do not be a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a person with controlling power during the previous 2 years. Such prohibited characteristic shall not include the case of retirement from being a civil servant or advisor to the government agency which is the major shareholder or those with controlling authority for less than 2 years.
- (3) Do not be a person related by blood or legal registration to the director or executive.
- (4) Do not conduct transactions or be a significant shareholder or controlling person of a legal entity that conducts transactions with the company with a transaction value of  $\geq 20$  million baht or 3% of NTA, whichever is lower, during the previous 2 years.
- (5) Do not be an auditor of the company, parent company, subsidiary company, associated company, major shareholder or controlling person during the previous 2 years.
- (6) Do not be a provider of other professional services or being a significant shareholder, controlling person or a partner of a legal entity that has provided services with a service value exceeding 2 million baht in the previous 2 years.  
  
\* In the case that a person whose qualifications do not comply with Section 1.2.4 and Section 1.2.6, he or she may hold the position of independent director only if the Board of Directors considers Section 89/7 and finds that it does not affect the performance of duties. Independent opinions are given and required information must be disclosed in the shareholder meeting notice.
- (7) Do not represent company directors, major shareholders or persons related to major shareholders.
- (8) Do not operate a business that has the same nature and competes with the company and its subsidiaries. Do not hold more than 1% of shares or be a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a person with controlling power in the said business.

- (9) Do not have any other characteristics that prevent him/her from giving independent opinions.
  - (10) Independent directors can be independent directors of companies in the group, but audit committee members are prohibited from being directors of parent companies, subsidiaries, or same-level subsidiaries (sister companies) that are listed companies.
  - (11) After being appointed as an independent director, such independent director may be assigned by the board of directors to make decisions on the operations of the company, parent company, subsidiary company, associated company, sister company, major shareholder or controlling authority through collective decision making, but the Audit Committee is prohibited from participating in operational decisions.
  - (12) Each independent director holds the position of independent director continuously for not more than 9 years, unless there is reason and necessity.
- 5.1.5 The company has the policy to appoint different persons to hold the president position and chief executive officer position in order to prevent any one person to have total authority in any particular matter. The board of directors determines that role and responsibility and selects the person to hold such position.
- 5.1.6 The number of companies for each director is in accordance with the principle of good governance. Each committee shall be able to hold the position of Managing Director of not over 5 listed companies.
- 5.1.7 The chief executive officer, managing director and the high ranking managing executives of the company can take the directorship of not more than 3 other companies. The approval must be obtained from the board of director of the company.
- 5.1.8 The board can appoint a new director to replace the resigning director with a term equal to the remaining term of the original director with the approval of the board.
- 5.1.9 The board should disclose information on holding positions in other companies to shareholders in the Annual Registration Statements (56-1 One Report).
- 5.1.10 The Board of Directors appoints the Company Secretary to perform duties and responsibilities in accordance with the Securities and Exchange Act as follows:
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1. Prepare and maintain the following documents
  - (A) Director register
  - (B) Invitation to the directors' meeting, minutes of the board of directors' meeting, annual report of the company
  - (C) Invitation to the shareholders' meeting and the minute of shareholders' meeting
2. Maintain the stakes reported by the directors and the managing executives
3. Other duties required by the Securities and Exchange Commission Thailand

## **5.2 Sub – committee within the board of directors**

The board of directors establishes the sub-committee to support the corporate governance of the company as follow.

1. The board of directors of company assigns the managing director who establishes the guideline and operation strategies in order to achieve the target set by the directors and for the smooth business operation.
2. The audit committee. There are 3 audit directors who have the specific duties and suggest the matter for consideration to the board of directors. The audit committee has the right and duties according to those set in the authorized duties of the audit committee. At least 1 audit director must have sufficient knowledge and skills in accounting to carry out the audit to achieve the credibility of the financial statements of the company.
3. The nomination remuneration and corporate government committee comprises of at least 3 directors and executives, with more than half of the members of the Nomination and Remuneration Committee must be an independent director. Chairman of the Nomination Committee have to be an independent director to be able to perform duties and express opinions independently. The committee has the duty to source and select a person for the director position in the board of directors, follow up on the preparation of the succession plan, evaluate the operation of the managing director, present remuneration policy and other benefits for the board of directors of the company, the sub-committee, the managing director and vice – managing director and revise the structure and director remuneration system, the reward rate for the directors and managing executives of the company appropriately according to the duties and responsibilities and corresponding to the operation result of the company. Supervise the operation of the company according to the

corporate governance of each entity such the Stock Exchange of Thailand and the Thai Securities and Exchange Commission.

4. Risk Management Committee – Our company has the Risk management Committee to supervise risk management process of our company to be corresponding with our business plan, policies and strategies properly according to assignment of our Board of Directors.

### **5.3 Roles, Duties and Responsibilities of the Board of Directors**

The company requires that the directors of the listed company follow the Code of Best Practices in accordance with the guideline provided by the Securities and Exchange of Thailand. The board of directors must understand and realize their roles, duties and responsibilities and shall carry out their duty in accordance with the law, purpose and regulation of the company and the resolution of the shareholders' meeting with honesty, integrity and for the best interest of the company and shareholders. The roles, duties and responsibilities are as follow.

1. Arrangement for the yearly shareholders' meeting within 4 months after the end of the accounting period of the company
2. Arrangement for the board of directors' meeting at least every 3 months
3. Arrangement for the credible accounting system, financial reporting and financial auditing including efficient and effective internal control, internal audit and risk management
4. Arrangement for the preparation of financial position and profit and loss statement of the company every quarter as of the end of the company's accounting period, which has been audited by the auditor, and present them at the shareholder meeting for consideration and approval.
5. Establishment of policies and operation direction of the company and monitoring and supervision that the operation is carried out in accordance with the policies efficiently and effectively in order to maximize economic value and shareholders' wealth. Moreover, the scope of duties of the board of directors in the supervision that the company operates in accordance with the law regarding securities and Stock Exchange of Thailand, the announcement of Securities and Exchange Commission Thailand, requirement of the Stock Exchange of Thailand on related transactions, material assets obtained or sold or law regarding the business of the company
6. Revision, verification and approval of business expansion plan and large investment projects as well as joint venture recommended by the management

7. Following up on the operation result in accordance with the plan and budget constantly
8. Consideration on setting management structure and having the authorization to appoint the board of directors, the managing director and other committees as deem appropriate such as audit committee, human resource committee, remuneration committee as well as determination of the scope of authorization of the board of directors, the managing director and various committees. The authority within the scope must not be the authorization that allow the board of directors, the managing directors and various committees to consider and approve transactions that might result in the conflict of stakes or other conflict of interest with the company or subsidiary company (if any) unless the approval is in accordance with the policies and requirements that the board of directors has considered and approved.
9. The board of director might grant the authority to a director or many directors or other persons to act on behalf of the board of directors under the control of the board of directors or grant the authority as the board of directors sees appropriate and within the period that the board of director sees appropriate. The board of directors might revoke, remove, change or revise such power of attorney as it sees fit. The power of attorney must not be in such a way that allow the person to consider and approve the transaction that the authorized person or persons who might have conflict of interest in anyway with the company or the subsidiary company (if any) unless the approval is for normal business transaction and follow the general trading condition or the policies and requirements that the board of directors has considered and approved under the regulation, condition and procedures regarding related transaction and the significant assets obtained or sold of the listed company in accordance with the announcement of Securities and/or The Stock Exchange of Thailand and/or other announcement of related units.
10. The board of directors establishes the corporate governance policy in writing, evaluates the practice in accordance with the policy, revises the policy at least 1 times per year and supports the preparation of business code of ethics in writing for the managing director and every employee to understand the ethical standard that the company applies in the business operation and follows up on the practice of the code of ethics strictly as well as sets risk management policy and evaluates the risk management at least 1 time per year.

#### 5.4 The Board of Directors' Meeting

Our company has established the policy on the quorum of the meeting of the Board of Directors to not less than a half of total directors. In addition, there shall be at least 2 of 3 directors of total directors for making final resolution in the meeting

The board of directors carries out the duties through the board of directors meeting as follow.

- 1) The company prepares schedules for board meetings in advance throughout the year and informs each director.
- 2) The board of directors arranges for the board of directors' meeting at least once every 3 months and might have special meetings occasionally as necessary. Each meeting will have clear agendas and the invitation to the meeting including the details will be sent 7 days in advance in order to allow the time for the directors to study the information before the meeting. The meeting minute will be prepared in writing and the minute certified by the board of director is maintained for further checking by the board of directors and related person.
- 3) The president or the chief executive officer chooses the agenda to be discussed at the meeting. Each director has the freedom to suggest meeting agenda.
- 4) The president allocates sufficient meeting time for the management to present the agenda and the directors to discuss important issue prudently. The meeting minute is prepared in writing and maintained for the checking by the directors and the related person.
- 5) The board of directors encourages the high ranking executives to attend the meeting with the board of directors in order to provide further details as directly related to them and for the board of directors to get to know them for the consideration of the succession plan.
- 6) The company has the policy that allows non – managing executives to carry out their own meeting in order to discuss about the management of various issues of interest without the attendance of the management and inform the meeting result to the chief executive officer and managing director.
- 7) The board of directors assigns the secretary to the board of director<sup>n</sup> to prepare meeting agenda, invitation to the meeting, facilitate and manage the meeting, maintain meeting related documents and prepare and submit the meeting minute to the chairman of the directors before the meeting to certify the meeting minute.

## **5.5 Self – Evaluation of the Board of Directors**

The board of directors requires the evaluation on the operation of the board of directors annually at least 1 time per year to perceive problems and threats during the last year and improve the efficiency of operation of Board of Directors because they can perceive their responsibilities and duties explicitly. In addition to improve the relationship between Board of Directors and Management Department as well as improve direction of problem solving to meet with good corporate governance.

## **5.6 Remuneration**

The company establishes the remuneration of the directors and the managing executives at the appropriate level and at the rate sufficient to retain the quality directors and the managing executives without paying too high remuneration and competitive with the companies in the same industry. The factors to be considered include experience, duties, scope of roles and responsibilities. The payment of directors' remuneration must be approved at the shareholders' meeting of the company while the managing executives' remuneration will follow the principle and the policy that the board of directors has established based on the duties and responsibilities and operation result of each executive in addition to the operation result of the company. The directors of each committee will be paid based on the roles and responsibilities.

## **5.7 The development of Directors and Managing Executives**

- 5.7.1 The board of directors has the policy to encourage and facilitate training and provide knowledge to those who are involved with the governance system of the company, including the directors, the audit directors, managing executives and the company secretary, in order to constantly improve the operation. The trainings include the courses provided by Thai Institute of Directors Association : IOD.
- 5.7.2 The company prepares the documents and information that are useful for the new directors in carrying out their duties as well as business manual and business guideline manual.
- 5.7.3 The company has a human resource plan to ensure that the selection of personnel who will take the important managing position at each level is appropriate and transparent and to ensure that the managing executives of the company can perform professionally and independently of the major shareholders or other persons. The board of directors of the company considers and revises such plan annually. The managing executives who

are selected will receive the training under the individual development plan in order to be ready for the future promotion.

#### **5.8 Report of Interest of Directors and shareholding report**

Our company assigns the committees and Board of Directors to report their own interests and those of related persons when they commence to hold the position or when there is any changing of information. In addition, they have to revise all information annually according to rules and methods of report on interests of company's committees and executives defined by Board of Directors.

## Reference

1. Corporate Governance for Listed Company year 2006 : The Stock Exchange of Thailand
2. Securities and Stock Exchange Act 4<sup>th</sup> Edition B.E. 2551
3. Listed Company Manual : The Stock Exchange of Thailand
4. Director's Manual for Listed Company : The Office of Securities and Exchange Commission Thailand
5. Rules on the Evaluation of Corporate Governance Status: Thai Institute of Directors Association
6. Best Practices for the Directors of Listed Company : Stock Exchange of Thailand
7. Self Evaluation on the Practice of Good Corporate Governance : Stock Exchange of Thailand
8. Prospectus for the Ordinary Shares Issued by QTC Energy PCL
9. The Principles of Good Corporate Governance of Listed Companies 2012
10. Independent Director Manual : Stock Exchange of Thailand
11. Corporate Governance Report of Thai Listed Companies (CGR) 2015

**13<sup>th</sup> Revision According to the Resolution of the Company's  
Board of Directors Meeting No. 7/2025 on December 11, 2025**