

TRANSLATION

**Dusit**  
INTERNATIONAL

**Dusit Thani Public Company Limited**

**Good Corporate Governance Policy**

**and the Company's Business Ethics**

## **Introduction**

Dusit Thani Public Company Limited places importance on good corporate governance, thus the Company has conducted business with transparency and accountability to all stakeholders in order to enhance shareholders', investors' and all related parties' confidence.

The Company has established the good corporate governance policy and code of conduct for the Board of Directors, the Executives and the Employees, which was approved by the Board of Directors since 2003.

The Good Corporate Governance Policy has been revised as follows:

- First revision in 2012 which was approved by the Board of Directors Meeting No. 6/2012 on 9 August 2012.
- Second revision which was approved by the Board of Directors Meeting No. 5/2013 on 9 August 2013 and No. 6/2013 on 13 November 2013.
- Third revision which was approved by the Board of Directors Meeting No. 4/2014 on 13 August 2014.
- Fourth revision which was approved by the Board of Directors Meeting No. 4/2015 on 13 August 2015 and No. 6/2015 on 30 September 2015.
- Fifth revision which was approved by the Board of Directors Meeting No. 5/2016 on 9 August 2016.
- Sixth revision which was approved by the Board of Directors Meeting No. 4/2019 on 15 March 2019.

The Board of Directors deemed it appropriate to update the good corporate governance policy to be in line with the Company's sub-committees restructuring. This document is the seventh revision for the Board of Directors, the Company and the subsidiaries to use as the principles in conducting business and their performing work.

Dusit Thani Public Company Limited

- Arsa Sarasin -

(Mr. Arsa Sarasin)

Chairman of the Board of Directors

- Mantanee Surakarnkul -

(Ms. Mantanee Surakarnkul)

Company Secretary

31 January 2020

## Content

	Page
<b>Introduction</b>	
<b>Good Corporate Governance Policy</b>	
Important Definitions	3
Principle 1      Establish Clear Leadership Role and Responsibilities of the Board	5
Principle 2      Define Objectives that Promote Sustainable Value Creation	9
Principle 3      Strengthen Board Effectiveness	9
Principle 4      Ensure Effective CEO and People Management	12
Principle 5      Nurture Innovation and Responsible Business	12
Principle 6      Strengthen Effective Risk Management and Internal Control	15
Principle 7      Ensure Disclosure and Financial Integrity	16
Principle 8      Ensure Engagement and Communication with Shareholders	17
Attachment	20
<b>The Company's Business Ethics</b>	25
<b>Code of Conduct for the Board of Directors, the Executives and the Employees</b>	
- <b>Code of Conduct for the Board of Directors</b>	25
- <b>Code of Conduct for the Executives</b>	27
- <b>Code of Conduct for the Employees</b>	31

**Good Corporate Governance Policy**  
**Dusit Thani Public Company Limited**

The Board of Directors has emphasized on the Good Corporate Governance which is necessary to operate the Company’s business for sustainable growth, increasing transparency and competitive capability as well as creating trust and confidence to the shareholders, investors and stakeholders. Thus, the Board of Directors has determined the good corporate governance policy to cover principles and practices according to Corporate Governance Code for Listed Companies 2017 of the Securities and Exchange Commission (SEC) to sustainably create value to the business apart from enhancing trust and confidence to its shareholders. The directors, executives and employees must comply with the policy which consists of principles as follows:

- Principle 1      Establish Clear Leadership Role and Responsibilities of the Board
- Principle 2      Define Objectives that Promote Sustainable Value Creation
- Principle 3      Strengthen Board Effectiveness
- Principle 4      Ensure Effective CEO and People Management
- Principle 5      Nurture Innovation and Responsible Business
- Principle 6      Strengthen Effective Risk Management and Internal Control
- Principle 7      Ensure Disclosure and Financial Integrity
- Principle 8      Ensure Engagement and Communication with Shareholders

**Important Definition**

<b>Wording</b>	<b>Definition</b>
Group Chief Executive Officer	The top executive of the Group.
Executive Director	The Executive who is appointed as Director of the Company.
Non-Executive Director	The Company’s Director who is not the Executive.
Independent Director	The Company’s Director who is qualified by the law and independent to provide opinions to improve the performance of the Company’s

	performance to be progressive, transparent and to have Good Corporate Governance.
Sub-Committee	The Subordinate-Committee is appointed by the Board of Directors and delegated to assist and determine specified work.
Audit Committee	The Sub-Committee is appointed by the Board of Directors responsible to oversee the efficiency and effectiveness of internal operation, to ensure the completeness, correctness and reliability of the Company's financial report and to disclose the correct important information to comply with international standard by having sufficient and standard internal control and internal audit systems.
Nomination, Remuneration and Corporate Governance Committee	The Sub-Committee is appointed by the Board of Directors to be responsible to oversee the Company's performance, the disclosure of Investor Relations part and the performance of the Board of Directors, Sub-Committee, Executives and Employees to have Good Corporate Governance complying with the Company's policy and relevant laws; including consideration of the Company's policy and action plan relating to Corporate Social Responsibility; to consider structure and composition of the Board of the Company and its subsidiaries, consider and screen qualified persons to be appointed as the Group CEO, also endorse succession plan; to consider and screen qualifications of executives at level of one down from the Group CEO (C-level); to propose remuneration criteria and forms for Board of Directors, sub-committees and its subsidiaries, including performance evaluation criteria and forms of the Group CEO before submitting to the Board of Directors for approval. The Committee may provide advice to the Group CEO on remuneration criteria and forms for executives at C-level.
Investment Committee	The Sub-Committee is appointed by the Board of Directors to be responsible to consider and review investment proposals of the management team; to consider and review risks and preventive measures associated with investment, finance and relevant risks; including check, follow up, and evaluate investment projects that have been approved.

Company Secretary	The person is appointed by the Board of Directors to be responsible to prepare and keep the invitation letter of the Meetings and Minutes of the Board of Directors' Meeting and Shareholders' Meeting, including other important documents as assigned or specified by the law.
-------------------	--

**Principle 1      Establish Clear Leadership Role and Responsibilities of the Board**

The Company has established clear leadership role and responsibilities of the Board. The Board has authority and duty to operate the Company's business in strict conformance to the law, objectives, company regulations, and meeting resolution of the shareholders. The Board will consider and define vision, mission, objectives, policies, directions, strategic plans, action plans, and annual budget of the Company as well as manage and follow up the operation to be in accordance with the law, policies, plans, and annual budget of the Company. Its duties also include the Company's performance evaluation and performance report as well as ensure that every person in the Company truly understand and realize such roles, duties, and responsibilities of the Board of Directors, the sub-committees, the Management, and the employees. Details are:

1. The Board of Directors has determined the Company's Corporate Governance policy.
2. The Board of Directors has determined the business ethics policy and code of conduct for the Directors, the Executives and the Company's employees and disclosed in Annual Report and the Company's website.
3. The Board of Directors has considered, reconsidered and approved on the Company's vision, mission, strategies, goals, business plans, investment and budget annually as proposed by the Group Chief Executive Officer and the management, including ensuring and monitoring that the management performs the business operation efficiently and effectively in accordance with the resolution approved to create profitability to the Company and maximum benefit to shareholders.
4. The Board of Directors has determined and categorized roles, duties and responsibilities of the Board of Directors, Sub-Committees, Executive Committee and management clearly and convey those roles, duties and responsibilities to the Board of Directors, Sub-Committees, management and the Company's employees.
5. The Board of Directors has overseen and monitored the Group Chief Executive Officer to manage the business in accordance with the specified policies and regulations.

6. The Board of Directors has determined the policy to each Director to be appointed as a Director, not exceeding than 5 listed companies, unless otherwise specified by the Board of Directors.
7. The Board of Directors has determined the policy that the Group Chief Executive Officer shall not be appointed as a Director in more than 2 other listed companies and must be agreed by the Board of Directors.

In addition, the Group Chief Executive Officer shall not hold Director position in other company which has the same nature as and is in competition with the business of the Company unless the Board of Director has agreed and informed to the Shareholders' Meeting prior the appointment.

The above regulations are except being Director in subsidiary company.

8. The Board of Directors has determined the terms of the Director, not exceeding than 3 years. When the tenure has ended, the Director may be proposed to the Shareholders' Meeting for re-election.
9. The Board of Directors has a duty to oversee the Company's operation to comply with the law and regulations of SEC and SET.
10. The Board of Directors is responsible for the Consolidated Financial Statement of the Company and its subsidiaries and financial information in the Annual Report. The said Financial Statement is made according to the certified Thailand accounting standard by using suitable accounting policy and constantly performing, and carefully considering with the best estimation in making, including disclosure of sufficient information in the Note to Financial Statement.
11. The Board of Directors has determined that the Group Chief Executive Officer shall report the actual operating results comparing with the goal set to the Board of Directors at least every quarter in order to comply with the goal, including the Financial Report and the progress of the operations in other parts.
12. The Board of Directors has placed importance to the efficiency of the internal control system in both management and operational levels by clearly determining duties and authorities of the performer in writing, controlling the utilization of the Company's assets and separately categorizing the duties among the performer, controller and evaluator to create the appropriate mutual balance and monitoring to ensure that the financial information is accurate, complete and adequate to sustain the Company's assets and acknowledge the weakness to prevent the fraud or significant irregular operations.

The Internal Audit Department has the duties to audit the Company's operations and financial activities to comply with the specified directions and have efficiency, including the Management Audit and Compliance Control.

13. The Board of Directors has determined the Internal Audit Department to report on Audit Results directly to the Audit Committee and its performance shall be evaluated by the Audit Committee in order that the Internal Audit Department shall be independent and be able to fully perform examination and balance.
14. The Board of Directors has provided an orientation for new Director by informing the Company's information, rules and regulations, including the information relating to the Company's business operation.
15. The Directors have participated in the training course relating to the Director's practices.
16. The Board of Directors has supported the Directors to continuously participate in the training courses or seminars which improve knowledge of operations.
17. The Board of Directors shall schedule the Board of Directors Meeting in advance every year which shall be held more than 6 times a year. In case the Company has no meeting by monthly, the Company shall send the report of operating results to the Board of Directors in the month which has no meeting in order that the Board of Directors could oversee, control and monitor the operation of the Company's Management in time and continuously.

The Directors shall attend the Board of Directors' Meeting constantly for acknowledgement and consideration of the matters proposed by Group Chief Executive Officer and the management. The agendas shall be clearly specified prior to the meeting. The meeting shall be called occasionally in case that there is extraordinary matter to be considered besides those agendas specified in advance. In this regard, the Company Secretary shall send the notice of the meeting together with the meeting agenda at least 5 working days in advance prior to the meeting in order that the Board of Directors shall have sufficient time to consider the matters before the meeting.

After the meeting has finished, the Company Secretary has the duty to prepare the minutes of the meeting to propose to the next Board of Directors' Meeting for certification in the first agenda and have Chairman of the Board of Directors to sign to certify. However, the Directors can provide their opinions or amend the minutes of the meeting to the utmost accuracy.



The certified Minutes of the meeting shall be kept as confidential document at the Company Secretary Office.

18. The Non-Executive Directors has held the meeting as necessary without the management for discussing the problems related to the management.
19. The Board of Directors has determined the risk management policy to apply to the overall Company's organization and provided the risk management manual as a guideline to manage risks in every functions of the Company.
20. The Board of Directors has carefully overseen when the transaction might have the conflict of interest or be connected transaction by carefully considering in every transaction. In case that the voting is required, the Interested Director shall not have the right to vote in such agenda, and the SEC and SET regulations shall be followed by disclosing the details, transaction size, contract party, cause and necessity of the transaction in the Annual Report and Forms 56-1.
21. Regarding to the use of internal information, the Directors, the Executives or the department are prohibited to disclose internal information to third party or unrelated person and trade shares by using internal information of the Company and its subsidiaries, including no trading of the Company's shares within 1 month before publication of the Company's Financial Statement.
22. The Board of Directors has determined the Directors and the Executives to report on the Interest Report under Section 89/14 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) annually and/or when information is changed.
23. The Board of Directors has clearly separated roles and responsibilities among the Board of Directors and the management.
24. The Board of Directors has evaluated self-performance annually in accordance with the SET guideline for collaborative consideration and adjustment of the performance and problems.
25. The Board of Directors has evaluated the performance of the Group Chief Executive Officer who is the highest executive of the Company in accordance with the SET criteria.

The Company has appointed sub-committees which consist of the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee, the Investment Committee, the Executive Committee and the Risk Management Committee, and Group Chief Executive Officer. The sub-committees shall support, monitor, and manage the business operation to be in accordance with the laws, policies, plans and

annual budget of the Company. The Company also clearly defines the scope of authority, duties, and responsibilities of the sub-committees and Group Chief Executive Officer (More details on roles and responsibilities of sub-committees appear in attachment)

In addition, The Company defines and approves the charter and informs the Board of Directors and the sub-committees as well as reviews the charter at least once a year in order to make improvements to be complied with the Company's business direction. Moreover, the Company defines business ethics and policies regarding the corporate governance as a practice guide to conduct good corporate governance, respect the shareholders and interested persons' rights, operate the business that benefits society and the environment and properly handle the changing factors and situations.

### **Principle 2      Define Objectives that Promote Sustainable Value Creation**

The Board of Directors has defined clear vision, mission, and value of the Company to be aligned with its business direction and objectives. Its mission is to communicate and provide all employees knowledge about goals and objectives of the organization in order for them to accomplish such goals and objectives.

The Company recognizes the importance of strengthening its foundations for the growth of the business, emphasizes on creating organizational culture, and promote the use of innovation and effective technology to enhance customer satisfaction as well as manage to utilize the Company's assets in an economical and efficient way.

The Company also reviews and considers strategic plans and budget annually to ensure that its strategic plans and budget is in accordance with economic condition and the capacity of the organization. The Company's Group Chief Executive Officer has duty to operate the business and achieve the defined strategy and budget.

### **Principle 3      Strengthen Board Effectiveness**

The Company has designed the Board's structure to be aligned with its business and size as required by law. The Board's structure must consist of at least five directors with qualifications, skills, and experience that will benefit the Company's operation, including skills on hotel management, finance, foreign investment, information technology, and law. Moreover, consideration is also given to Board diversity. The nominated directors should also have morality and good attitude towards the organization. In addition, the Board of

Directors requires the number of executive directors and non-executive directors to be balanced and the number of independent directors must be at least half of the total members of the Board of Directors.

The qualifications of the independent directors are defined based on the criteria required by the Securities and Exchange Commission, however, the Company defined the qualifications of the independent directors beyond such criteria required by the Securities and Exchange Commission as follows:

- Hold no more than 0.5% of the total outstanding voting shares of the Company, its parent company, subsidiary or affiliated company, major shareholders or controlling person including shares held by related person of the independent director.
- Neither being nor having been an executive director, officer, employee or professional advisor who receives salary from the Company, or personal advisor of controlling person of the Company, subsidiary, affiliate or related company, unless the foregoing status ended not less than three years prior to the date of appointment.
- Not having nor have had a business relationship, such as customer, trading partner, trading creditor, loan creditors and loan debtor and a direct or indirect financial and managerial interest with the Company, subsidiary, affiliate or related company.
- Not being a person related by blood or others in a manner which could prevent him/her from independence of director or major shareholders of the Company, subsidiary, affiliate or related company, and neither being nor having been appointed as representative to protect benefit of the Company's director or major shareholders.
- Neither being nor having been an auditor of the Company, subsidiary, affiliated company or other juristic persons who may have conflicts of interest, major shareholders, directors, executives or partner of an audit firm which employs auditors of the Company, subsidiary, affiliate or juristic persons who may have conflicts of interest, unless the foregoing relationship ended not less than three years from the date of appointment.

The Company allows the independent directors to hold directorship in the Company for no longer than nine consecutive years from the date of initial appointment unless the persons are being considered and approved by the Board of Directors.

The Company appointed one independent director to hold the position as the Chairman of the Committee. The person must not hold position as Chairman of the Executive Committee or the Group Chief Executive

Officer or any positions in the sub-committees to clearly distinguish the responsibility for formulating corporate governance policy and general management plans.

The Board of Directors' Meeting plans have to be held at least 6 times a year in which the directors are required to attend at least three-fourth of the Board's meetings held in a year, except in case of necessity.

The Company allows each director to hold directorship in other companies under the criteria stated below:

- Each director may hold office in Dusit Thani Public Company Limited, subsidiaries and affiliated companies. However, independent directors are not permitted to hold office in subsidiaries and affiliated companies.
- Each director must not hold directorship in more than five other SET-listed companies, unless otherwise specified by the Board of Directors. The Group Chief Executive Officer must not hold directorship in more than two other SET-listed companies with the approval from the Board of Directors.
- Each director must not conduct business, engage in partnership or hold directorship in other companies in which the business is similar to or competitive with the business of the Company, unless the directorship is approved by shareholders' meeting before the appointment. This is except for directorship in the subsidiaries of the Company.

The Company presented the directors and executives' information such as age, education background, experience, shareholding, office term, meeting attendance, directorship in other listed companies, roles, duties, and responsibilities as well as report the performance of the sub-committees in the annual registration statement (56-1 form) and the Annual Report.

The Board of Directors appointed the Nomination, Remuneration and Corporate Governance Committee which mostly are independent directors. Chairman must be an independent director. The Committee is responsible to recruit and select directors who are knowledgeable, skillful and experienced and able to bring benefits to the Company's business in accordance with the defined criteria and procedures. The Board of Directors' meeting and/or shareholders' meeting will consider and appoint the nominated persons as the Company's directors or executives. The Committee is also responsible to consider and define compensation policy and procedures for the Board of Directors, the sub-committees, and the Group Chief Executive Officer based on the Company's performance, roles, duties, and responsibilities, and other companies with similar business. Such compensation must not be considered too high and it shall be proposed to the Board of Directors' meeting and/or the shareholders' meeting for approval and the Company shall disclose the

payment of its Boards of Directors both monetary and non-monetary form in the annual registration statement (56-1 form) every year.

In addition, the Company appointed the Company Secretary with necessary qualifications, knowledge, skills and experience to support the Board in performing its duties in compliance with the Securities and Exchange Act, Good Corporate Governance Principle and other regulations. The Company Secretary is responsible for preparing and maintaining important documents, including directors' registration, Board meeting notices and minutes, annual reports; shareholders' meeting notices and minutes, and keeping reports on connected transactions reported by directors or the management as well as advising and overseeing the directors and executives to follow the law, rules, regulations, and Articles of Association of the Company appropriately and constantly. The Company Secretary is also responsible for holding the Board of Directors' meeting and shareholder s' meeting, and coordinating to ensure performing such meetings' resolutions. This is to ensure that the Board perform their duties efficiently and effectively for the maximum benefit to the Company.

#### **Principle 4      Ensure Effective CEO and People Management**

The Company has clearly defined the succession plan for the organization to ensure continuous business operations. The appropriate compensation motivates the Group Chief Executive Officer and executives who highly benefit the Company and its shareholders through hard work.

The Company encourages the Board of Directors to undergo additional trainings hosted by various organizations to enhance their knowledge and perspective which will be beneficial in the consideration of the succession plans and director's manual. The Director's orientation is held to inform the new directors regarding the business of the Company and related regulations

The Company evaluates the performance of the Group Chief Executive Officer and key executives at least once a year to set criteria for their compensation and measures to further improve work efficiency of the executives.

#### **Principle 5      Nurture Innovation and Responsible Business**

With its business nature, the Company's growth depends profoundly on its quality and interest of the customers. The Company sees the importance of the improvement of service quality as modern innovation and technology are the keys to successfully enhance its competitive competence. The Company gradually

adapts innovation and technology to improve its service quality in order to meet the demand and interest of the customers.

The Board of Directors is fully aware of the rights of internal and external stakeholders in order to promote comprehension and the collaboration between the Company and stakeholders which will benefit the business operation, create confidence, and enhance a long-term competitive competence. The Company has determined policies and practices as follows:

- Shareholders

The Company strives for conducting business with transparency and improving the Company's growth with stability and continuity in order to stimulate shareholders' proper benefit and increase the Company's value resulting in the best benefit to shareholders. The directors, executives and employees must perform duties with accountability, prudence, honesty and avoidance of any action associated with conflict of interest.

- Employees

The Company has the policy to treat employees in an equitable way with fairness and offers the proper benefit in accordance with their knowledge, responsibility and duty performance in line with the Company's operating results both short term and long term. The Company gives an opportunity in career growth and advancement along with the Company's success, provides proper employees' welfare, places importance on enhancing employees' knowledge and capability to maximize their efficiency, and encourages employees to fully use their knowledge and capability. In addition, the Company provides provident fund to employees and also give them an opportunity to improve work skills.

- Trading Partners

The Company has the policy to conduct business in the ways which are not against traditions and culture, and to treat all trading partners/or creditors equally, fairly and honestly, and comply with contracts. The Company also gives genuine information to trading partners based on business relationship.

The Company conducts the standard of trading partners' selection by considering the professional, financial stability, no record of working abandonment, capability to deliver the products and services in time, having appropriate standard of product and service quality and having appropriate price according to the market price.

- Customers and/or Creditors

The Company strives for taking care of and being responsible for customers such as equitable treatment of customers, service quality, and customers' confidentiality. Also, The Company establishes a function or person to take care of relationship with customers.

The Company respects contracts, agreements or conditions with creditors, treats all creditors properly, fairly and equally and refrains from demanding, receiving or offering any illicit benefits from/to creditors.

- Trade Competitors

The Company has policy to conduct business in strict compliance with trade competition rules, not seeking trade secrets by using dishonest or inappropriate approach, and not impairing the reputation of competitors by accusing in a negative way.

- Community and Society

The Company strives for developing, encouraging and lifting quality of life of society and community where the Company and its affiliates are located in parallel with the Company's growth. The Company continually places emphasis on instilling consciousness in the organization to be responsible for community and society, and also supports activities beneficial to public and society.

- Environment

The Company strictly complies with laws and regulations relating to environment and continually places importance on controlling impact to environment. The Company has the policy to support activities and projects that enhance quality of occupational health and environment. In addition, the Company always maintains the work environment to be safe for employees' life and properties, and maximizes the efficiency and effectiveness of resources, materials or other equipment utilization. Training and knowledge sharing about environment are also provided to employees.

- Human Rights

The Company has the policy not involving human rights violation and not to support in any activity violating human rights.

- Intellectual Property

The Company performs business in compliance with the intellectual property law and shall not infringe all intellectual property of others, including patent, trademark and copyright and does not

support the employees to copy or adapt or act anything with the intellectual property of others for personal benefit or others.

- **Anti-Corruption and Bribery**

The Company supports the government and private sector in Anti-Corruption measure and does not request or receive money, assets or any other benefits from related business parties unless such receipt is owing to traditional providing. The said receipt shall be reported to the superior and proceed complying with the Company's regulations.

- **Whistle-blowing and Complaint**

The Company provides channels for all stakeholders to contact and file a complaint in the matters which may cause damage to the Company by submitting a letter to the Executives or Internal Audit or Audit Committee members and implement the policy of whistle-blower protection.

#### **Principle 6      Strengthen Effective Risk Management and Internal Control**

The Company formulates the internal control system that covers financial aspect and business operation as required by laws, regulations, and corporate governance principles of the Company. The Company also provides effective checks and balances to protect the Company's asset regularly, defines the procedures for approval authority, provide checks and balances for the responsibilities of the executives and employees, and define operational regulations in written form.

The Company appointed its Internal Audit Department to monitor the performance of all departments and guide them to act according to the defined practices as well as evaluate the efficiency and adequacy of internal control of each department in the Company and directly report the results to the Audit Committees to ensure its independence so that the Internal Audit Department can fully perform their duty in checks and balances.

The Board of Directors appointed the Risk Management Committee chaired by the Group Chief Executive Officer and consisting of the Company's top executives, department heads and representatives from each department as the Board's representative to conduct the risk management of the Company. The Risk Management Committee appointed the Executive Sub-committee to handle the risk in different business lines of the Company. The Risk Management Committee must report on the overall organizational risk management to the Audit Committee every quarter and to the Board of Directors at least once a year.



In addition, the Company is aware of the importance of anti-corruption by establishing clear policies and practice and inform them to related person to act accordingly. It also defined policies and practices of whistle-blowing and filing a complaint as a key mechanism to guide related persons to follow policies relating to the corporate governance.

#### **Principle 7      Ensure Disclosure and Financial Integrity**

The Company strives to conduct our business in accordance with law, rules and related obligations on disclosure of information. The Company also recognizes the importance of information disclosure and has policy to disclose the Company's important financial and non-financial information to all related parties equitably, completely, adequately, reliably, timely and transparently. The following practical guidelines for information disclosure are as follows:

1. Disclose shareholding structure transparently
2. Annual report must provide at least detailed information on important topic as follows:
  - Financial status and operating results
  - Nature of business and competition
  - Risk factors in the business operation
  - Profile of the Board of Directors and executives
  - Identification of director's independence
  - Disclosure of remuneration criteria of the Board of Directors
  - Compensation policy and criteria of senior executives
  - Disclosure of each director's remuneration
  - Disclosure of meeting attendance of each director
3. The connected transaction shall be disclosed or approved by the shareholders in accordance with the notifications of the Capital Market Supervisory Board before proceeding such transaction. The information of the transaction shall comprise at least the name of connected persons, relationship, details of transaction, conditions, pricing policy, transaction value and rationale of transaction.
4. The directors and executives shall report on shareholding and/or change in shareholding to the SEC under Section 59 of the Securities and Exchange Act B.E. 2535 and shall report their shareholding in the Company to the Board of Directors' Meeting annually.

5. In case the Company has information or news relating to the Company's operations such as the connected transaction or occurrence of important events which the shareholders should be informed. Although such matters do not require approval from the Shareholders or they are not enforced by the law to disclose, the Company shall disclose such matters to shareholders or other investors via the Company's website or the SET website.

The Board of Directors is responsible for preparing Annual Report, Annual registration statement (56-1 Form) and the financial information presented in this Annual Report. The aforementioned financial statements have been prepared in accordance with Thai Generally Accepted Accounting Principles, using appropriate accounting policies consistently, as well as applying careful judgment and best estimation. Important information is adequately disclosed in the notes to the financial statements. To accomplish this task, the Board of Directors has appointed an Audit Committee responsible for the quality of financial statements. The independent and reliable auditors approved by SEC are appointed to inspect and review the Company's financial statements.

The Company discloses information to the shareholders and public through SET's channel and media and the Company's website, which the Company has been placing importance on and strictly complying with this matter as follows:

The Board of Directors has assigned Investor Relations Department to communicate with the shareholders, investors, analysts, related government sectors and others. The Company's information to be disclosed shall be accurate, complete and genuine.

#### **Principle 8      Ensure Engagement and Communication with Shareholders**

The Company places importance and treats all shareholders equally and no any shareholder gets special privileges i.e. the right to buy, sell, or transfer shares and share in the profit of the company including obtaining relevant and adequate information on the company completely, timely, adequately and equitably for effective decision making in various aspects.

The Company has determined the policy on equitable treatment of shareholders as follows:

1. The Company has determined the policy that directors and executives shall inform the Board of Directors or person assigned by the Board about trading of the Company's share at least 1 day before execution.

2. The Company has put in place internal regulations to prevent abuse of inside information and conflicts of interest.
3. Transactions with possible conflicts of interest must be submitted to the Audit Committee for their review and comments before submission to the Board and shareholders' meetings for approval, if applicable. The Company discloses complete, essential information under the law and regulations (More details appear in "Conflict of Interest").

The Company recognizes the importance of shareholders' rights and affording equal treatment to all shareholders. Relevant guidelines have been adopted for actual actions (before, during and after meetings) for all shareholders' meetings. Details are:

1. Provided shareholders the right to propose agenda items, as stipulated by law, or agenda relating to any transactions that affects the company.
2. Shareholders should be fully informed of the criteria and procedures governing shareholder meetings with the meeting invitation. Sufficient information regarding the issues to be decided in each agenda item should be provided in advance of the meeting. Shareholders should be able to query directors both in the meeting and by sending their questions in advance. The criteria and procedures governing shareholder meetings will be set out and published through the Company's website. All the essential inquiries shall be collected and proposed in the next meeting.
3. Minor shareholders should also be allowed to propose the name of candidate for the nomination of directors or additional agendas prior to the meeting. The criteria should also be clearly notified to the shareholders in advance. If the proposals are rejected, the Company shall inform the reason for the rejection of additional agendas in such Annual General Meeting.
4. Facilitated shareholders who cannot attend the meeting in person being able to appoint person or at least the Company's independent director to be his/her proxy to attend the meeting and vote on his/her behalf. In addition, name and profile of the independent directors are provided in the General Shareholder's Meeting Invitation.
5. Prepared meeting's notice in English, distributed the meeting's notice and all documents relating to the meeting for foreign shareholders in addition to Thai edition.

6. Provided more communication channels through the Company's website and published invitation to Annual General Meeting 28 days prior to the date of the meeting to facilitate the shareholders. The full agenda items are also made available for downloading on the website.
7. The company provides all shareholders including institution shareholders equitably, in advance of meetings, with the date, time, venue, and all agenda items.
8. The Annual General Meeting has complied with the law and the Company's Articles of Association by considering and voting respectively. There was no any agenda item added and no amendment made to material information. The Company also provides the opportunity for shareholders equitably to make inquiries, give opinions and suggestions.
9. Voting cards has been used for important agenda items. The Company should appoint an independent party of scrutineers/inspectors to count and validate votes at the annual general meeting.
10. The Company should allocate adequate time for discussion and encourage all directors and related executives to answer shareholders questions.
11. The minutes of shareholders meetings should include a description of list the board members who attended in the meeting, voting and vote tabulation procedures used, resolutions, voting results including questions and essential remarks within 14 days from the shareholders' meeting date. The minutes shall be reviewed by the shareholders accordingly. The video recording of the meeting has been made for reference. The minutes will be submitted to SET or related organizations in a timely manner and will be made publicly available on the Company's website

## **Attachment**

### **Roles and responsibilities of sub-committees**

#### **Audit Committee**

- 1) The Audit Committee consists of at least three persons which one is Audit Committee Chairman. All members of the Audit Committee must be Independent Director, appointed by the Board of Directors, having full qualifications as specified by SEC and SET, with at least one member having accounting knowledge and experience for reviewing the reliability of financial report. Moreover, one secretary shall be appointed as suitability.
- 2) Term of the Audit Committee member is 3 years. Each member shall be in post no longer than 3 terms except getting a special approval by the Board of Directors.
- 3) The biography and qualifications of the members of the Audit Committee are disclosed in the Annual Report and Forms 56-1.
- 4) Meetings of the Audit Committee shall be convened at least 4 meetings per year. The number of the Audit Committee's Meetings and meetings attended by the Audit Committee are disclosed in the Annual Report.

#### **Duties and Responsibilities**

1. To review the accuracy and adequacy of the Company's financial reporting.
2. To ensure that the Company has an effective internal control system and internal auditing in place and also ensure the independency of the Internal Audit Department and to approve the appointment, transfer, termination or promotion of the head of Internal Audit Department.
3. To review the Company's compliance with the Securities and Exchange Commission Act, the SET notifications & regulations, and the relevant laws relating to the Company's business.
4. To consider the independent person to nominate and terminate as the Company's external auditor and propose its remuneration and to participate in the meeting with the external auditor without the Company's management at least once a year.

5. To ensure that the related transactions or transactions that may lead to conflict of interest has been done in compliance with the laws and the SET notifications & regulations so as to ensure that they are justified and contribute to the best interest of the Company.
6. To review an adequacy of the Company's Risk Management processes.
7. To ensure that the Company complies with the Anti-corruption measures.
8. To report the Audit Committee's performance to Board of Directors at least quarterly.
9. To prepare the Audit Committee's report and disclose it in the Annual Report of the Company and signed by the Chairman of the Audit Committee in such a report. Such report should contain at least the following details:
  - 9.1) Comment on the accuracy, adequacy and reliability of the Company's financial report.
  - 9.2) Comment on the adequacy of the Company's internal control system.
  - 9.3) Comment on the compliance with the SEC Act, the SET's notifications or relevant laws related to the Company's businesses.
  - 9.4) Ground to believe that the Company's external auditor nominated by the Audit Committee is suitable.
  - 9.5) Comment on transactions that may lead to conflict of interest.
  - 9.6) The frequency of Audit Committee meeting and the participation of each members.
  - 9.7) Overview comments and notices on the Company which the Audit Committee obtains from the duties according to this charter.
  - 9.8) Any other report which should be made to the shareholders and general investors within the scope of duties and responsibilities assigned by Board of Directors.
10. To perform any other duties assigned by Board of Directors
11. If Audit Committee finds any matter which significantly impact on the financial status and the Company's performance, the committee shall report such matter to Board of Directors so that the Board can seek a solution within timely manner:
  - 11.1) Report on conflict of interest
  - 11.2) Suspected or presumed fraud or irregularity or material defect in the internal control system
  - 11.3) Suspected infringement of the SEC Act, the SET notifications & regulations, or relevant laws related to the Company's business

If the Audit Committee finds that such finding has been unreasonably ignored, any member of the Audit Committee may report such finding to the Office of the SEC or the SET.

12. If external auditor has reasonable doubt that Board, Management or any other responsible persons for the Company's performance violate the laws and report to Audit Committee to urgently investigate, the Committee must primarily report investigating results to the office of SEC and external auditor within 30 days since the day acknowledged. The method to pursue the facts of such behavior as mentioned will be in accordance with Capital Market Supervision's notification.
13. Verify the process of whistle-blowing and filing a complaint.
14. Review the charter and self-assessment at least once a year.

#### **The Nomination, Remuneration and Corporate Governance Committee**

- 1) The Nomination, Remuneration and Corporate Governance Committee consists of at least three members which mostly are independent directors appointed by the Board of Directors. The Chairman must be an independent director. The Nomination, Remuneration and Corporate Governance Committee may appoint one person to be the committee's secretary. The Nomination, Remuneration and Corporate Governance Committee must be knowledgeable in corporate governance, be neutral in nominating and selecting qualified persons to be the Company's director in replacement of director who completes term or vacates office with other reason, regularly monitor changes in the Company's performance in order to improve the remuneration criteria, and perform duties, provide opinion and report its performance on assigned duties independently.
- 2) The Nomination, Remuneration and Corporate Governance Committee has an office term of 3 years and may hold office for maximum three consecutive terms, except for when the Board considers extending the term of Nomination, Remuneration and Corporate Governance Committee member as deemed appropriate.
- 3) The Nomination, Remuneration and Corporate Governance Committee must hold meetings at least twice a year.

## **Duties and Responsibilities**

1. Oversee and monitor the Company's operation, information disclosure of the Investors Relations Department and performance of duties of directors, sub-committees, executives and employees to be in compliance with the good corporate governance principle, the Company's policies and relevant laws.
2. Define scope, review policies and provide advice on practical guidelines in accordance with the good corporate governance principle to ensure its timeliness on a regular basis.
3. Consider policy and action plans on the corporate social responsibility and propose to the Board for approval.
4. Consider structure and composition of the Board of the Company and its subsidiaries, oversee the nomination of qualified persons to be appointed as directors of the Company and its subsidiaries, in case the directors of its subsidiaries are outside directors.
5. Consider qualifications of persons to be appointed as independent directors, their independency must at least align with SEC's regulations.
6. Consider and screen qualified persons to be appointed as the Group CEO, also endorse succession plan.
7. Consider and screen qualifications of executives at level of one down from the Group CEO (C-level).
8. Provide recommendations on performance evaluation of the Board of Directors and sub-committees to enhance performance efficiency, such evaluation shall be made on an annual basis and reported to the Board of Directors for acknowledgement.
9. Propose remuneration criteria and forms for Board of Directors, sub-committees of the Company and its subsidiaries.
10. Propose and screen remuneration criteria and performance evaluation forms of the Group CEO before submitting to the Board of Directors for approval. The Nomination, Remuneration and Corporate Governance Committee may provide advice to the Group CEO on remuneration criteria and forms for executives at C-level.
11. Perform other duties as assigned by the Board of Directors.



### **The Investment Committee**

- 1) The Investment Committee shall consist of at least two members from the management team and two members of the Company's Board of Directors. The total number of the members of the Investment Committee shall not exceed six. There shall be one secretary appointed by the Investment Committee.
- 2) The chair and members of the Investment Committee shall have their office term of three years and shall not serve more than three terms unless otherwise specified by the Company's Board of Directors.
- 3) The Investment Committee shall hold meeting as it deems appropriate at least once per quarter.

### **Duties and Responsibilities**

1. To consider and review investment proposals of the management team so that investment projects of the Group shall be consistent and compliance with the policies and targets as per the investment plans, by taking into account the return of investment and relevant risks factors that are acceptable and manageable; and to consider and review risks and preventive measures associated with investment, finance and relevant risks.
2. To consider strategies, targets, investment plans, investment budgets, investment returns, and other benefits from investment in projects to increase growth for the Company.
3. To check, follow up, and evaluate investment projects that have been approved and to report to the Company's Board of Directors.
4. To evaluate performance at least once a year and report the performance to the Company's Board of Directors.
5. To consider and approve any change to the Company's organizational structure and to propose the change to the Company's Board of Directors.
6. To consider other matters as assigned by the Company's Board of Directors and as specified in the Company's regulations.

## **The Company's Business Ethics**

In order to comply with the Principles of the Good Corporate Governance particularly the principles of responsibility, transparency, honesty, morality and perseverance for the growth and stability of the Company as well as for teamwork and social responsibility, Dusit Thani Public Company Limited has determined the Company's Business Ethics and Code of Conduct for the Board of Directors, the Executives and the Company's employees as follows;

### **Business Ethics**

1. The Company shall perform its business with the consideration of the efficiency, effectiveness, transparency, in adherence to the responsibility with stakeholders and create appropriate return on investment for the investors including create the advancement and sustainable growth to the Company.
2. The Company shall continuously improve the management and other operations to increase competitive capability.
3. The Company shall perform its business in compliance with the law, the standard and the best practice on the business operation and the disclosure of financial information.
4. The Company shall have responsibility to the environment of the society and promote the sustainable development by participating according to the Company's status.

## **Code of Conduct for the Board of Directors, the Executives and the Employees**

### **Code of Conduct for the Board of Directors**

#### **1. Responsibilities to the Company**

- 1.1 The Board of Directors shall conduct in compliance with the Company's Business Ethics.
- 1.2 The Board of Directors shall conduct in compliance with the law, the objectives and the Articles of Associations of the Company, including the resolutions of the Shareholders' Meeting.
- 1.3 The Board of Directors shall conduct in compliance with the Code of Best Practice for Directors of Listed Companies and relevant regulations of the SET, SEC and related authorities.
- 1.4 The Board of Directors shall conduct their duties with responsibility, honesty, morality and caution for the Company's interest.
- 1.5 The Board of Directors shall not seek illegal benefit for personal interest from their duties and shall not perform any action that may directly or indirectly violate the Company's reputation.

- 1.6 The Board of Directors shall consistently seek knowledge of the Company's business, including relevant laws, rules or related regulations affecting a Director's duty.

## **2. Responsibilities to Shareholders**

- 2.1 The Board of Directors shall perform the duties according to the resolutions of the Shareholders' Meeting with honesty, justice and be circumspect to preserve shareholders' interests both short-term and long-term.
- 2.2 The Board of Directors shall preserve all shareholders' benefits equally.
- 2.3 The Board of Directors shall manage the business in accordance with the goals and directions which maximize shareholders' benefit.
- 2.4 The Board of Directors shall oversee the Company to disclose information and present important information of the Company, including other operations correctly, completely, consistently and timely.

## **3. Responsibilities to Stakeholders**

- 3.1 The Board of Directors shall treat all shareholders fairly and equally.
- 3.2 The Board of Directors shall provide safety systems and good welfare to the customers and employees.
- 3.3 The Board of Directors shall oversee and promote the Company to perform its business in compliance with trade framework and fair competition.
- 3.4 The Board of Directors shall not request or receive any illegal benefits, and not support the providing of any benefits to acquire personal or companion's benefits.
- 3.5 The Board of Directors shall support to provide channels for the stakeholders to file a complaint.
- 3.6 The Board of Directors shall conduct in compliance with the laws and the rules relating safety, occupational health and environment or other relevant regulations.
- 3.7 The Board of Directors shall support and associate with the government and communities in activities of the society, environment, educational institutes and political activity, including preservation of the tradition where the Company is located.
- 3.8 The Board of Directors shall create the Company's employees consciousness to be responsible for the society, communities and environment and create the mutual understanding with the community where the Company is located in order to create collaboration.
- 3.9 The Board of Directors shall continuously support the development of employees' knowledge and capability.
- 3.10 The Board of Directors shall listen to opinions and suggestions from the employees in every level equally.

#### **4. Conflict of Interest and Information Disclosure**

- 4.1 The Board of Directors shall monitor and control internal information of the Company and shall not disclose confidential information to third party.
- 4.2 The Board of Directors shall disclose information sufficiently, correctly, timely and transparently in accordance with related regulations.
- 4.3 The Board of Directors shall not seek personal and companion's benefits from their positions, duties and confidential information of the Company.
- 4.4 The Board of Directors shall be careful on transactions among the Company's group by considering of maximum benefit for the Company's group as first priority and shall not act against the rules and regulations of the governments and the Article of Associations of the Company. In case that such transaction is the connected transaction, the Company shall proceed in accordance with the SET regulations.
- 4.5 The Director and the management who have a conflict of interest shall not be involved in the consideration process and shall leave the Board of Directors' Meeting in such agenda.
- 4.6 The Board of Directors shall not be appointed as Director in other companies which may lead to conflict of interest with the Company unless it is approved by the Shareholders' Meeting.

### **Code of Conduct for the Executives**

#### **1. Responsibilities and Practices to Shareholders**

- 1.1 The Executives shall conduct in compliance with the law, the objectives and the Articles of Associations of the Company including the resolutions of the Shareholders' Meeting with honesty, justice and be circumspect for preserving shareholders' interests both short-term and long-term.
- 1.2 The Executives shall perform the duties with honesty and make a decision in good faith and fair to both major and minority shareholders for maximum benefit of all shareholders.
- 1.3 The Executives shall not manage the Company without carefulness or conscience.
- 1.4 The Executives shall be serious and strict in all activities improving the quality, efficiency and develop the Company to the excellence.
- 1.5 The Executives shall perform the duties by utilizing their knowledge and management skills with all capabilities for maximum benefits of shareholders and the Company.

- 1.6 The Executives shall monitor the Company's assets and prevent of irregular damage or improperly loss.
- 1.7 The Executives shall report the actual status and operating results of the Company completely and correctly to the Board of Directors and shareholders.
- 1.8 The Executives shall not seek personal, companion and others' benefits from their positions and duties.
- 1.9 The Executives shall equally inform all shareholders the prospects of the Company in both positive and negative aspects based on the possibility and sufficient supporting information.
- 1.10 The Executives shall not perform any action causing conflict of interest with the Company without notifying the Company.
- 1.11 The Executives shall not disclose confidential information of the Company to third party, especially to the trade competitors.
- 1.12 The Executives shall not perform any action causing damage to the Company's image and reputation.

## **2. Responsibilities and Practices to the Customers**

- 2.1 The Executives shall satisfy the needs of customers/consumers with the quality products and excellent services.
- 2.2 The Executives shall determine quality level of the products and services accepted by the customers.
- 2.3 The Executives shall disclose complete, correct and fair information such as commercial of the products and services to the customers and shall not distort the fact.
- 2.4 The Executives shall guarantee the products and services under appropriate terms.
- 2.5 The Executives shall not deliver the products and services to the customers when knowing that such products and services are defective or may cause danger to the customers and shall not release the products and services which its qualities are poorer than standard to the customers.
- 2.6 The Executives shall provide the customer service system in order to facilitate the customers to file a complaint on the products and services, and shall specify the best practices to promptly respond to the customers.
- 2.7 The Executives shall minimize the production cost; however, remaining the quality of the products and services according to the standard at all time.

- 2.8 The Executives shall seriously and regularly keep customers' information confidential, including not using customers' information for personal or relevant persons' benefits improperly.
- 2.9 The Executives shall seek alternative service channels to constantly serve the customers.
- 2.10 The Executives shall strictly operate the business to comply with the conditions and contracts agreed with the customers.
- 2.11 In case the terms agreed with the customers cannot be complied, the Executives shall inform the customers in advance for collaborative consideration to find the solution and prevent the damage.
- 2.12 The Executives shall provide safety system for the customers such as fire alarm system and thief deterrent system.
- 2.13 The Executives shall not set an exorbitant price comparing to the quality of the products or services and shall not set unfair commercial term to the customers.

### **3. Responsibilities and Practices to the Employees**

- 3.1 The Executives shall provide appropriate compensation according to each employee's capability, responsibility and performance.
- 3.2 The Executives shall support and improve the employees' knowledge and capability for career advancement and stability.
- 3.3 The Executives shall support the employees to participate in determining of work directions and resolutions for the Company's problems.
- 3.4 The Executives shall oversee and maintain working environment for employee's life safety and health.
- 3.5 The Executives shall determine the rewards and punishments for the employees based on justice and fair.
- 3.6 The Executives shall conduct in compliance with the laws and regulations regarding the labor laws and welfare of the employees.
- 3.7 The Executives shall manage the employees' works by preventing any unfair and improperly actions which may affect career advancement and stability of the employees.
- 3.8 The Executives shall treat the employees in adherence to the humanity and respect individual right.

#### **4. Responsibilities and Practices to the Trading Partners, Trade Competitors and Creditors**

- 4.1 The Executives shall strictly conduct to comply with the agreements with the trading partners and the creditors in the matter of the purpose of money usage, the repayment, the quality control of mortgage securities and any other matters agreed with the creditors. In case the agreement cannot be complied, the Executives shall urgently negotiate with the trading partners and the creditors in advance for collaborative consideration to find the solution and prevent the damage.
- 4.2 The Executives shall provide the actual, correct and complete financial information.
- 4.3 The Executives shall not request, receive or provide any illegal benefits to the trading partners or the creditors. If information indicates the occurrence of any illegal benefits, the Executives shall discuss with the trading partners or the creditors to immediately find the fair solution.
- 4.4 The Executives shall constantly report accurate and financial information to the creditors on time.

#### **5. Responsibilities to the Trade Competition**

- 5.1 The Executives shall perform the trade competition in compliance with fair trade competition framework.
- 5.2 The Executives shall not use dishonest, inappropriate or illegal act to approach confidential information of the trade competitors.
- 5.3 The Executives shall not violate the reputation of the trade competitors by accusing or taking any action without truth or unfair.

#### **6. Responsibilities and Practices to Society, Community and Environment**

- 6.1 The Executives shall support the activities which benefit community and society in general.
- 6.2 The Executives shall consistently return part of the Company's profit to the activities which improve the society.
- 6.3 The Executives shall not perform any action which may damage the reputation of the kingdom, resources and environment.
- 6.4 The Executives shall not perform any action to assist and support or being used as a tool to avoid the laws or other regulations or be harmful to the society and national security.
- 6.5 The Executives shall consistently and seriously implant the spirit of social responsibility to the employees in every level.
- 6.6 The Executives shall strictly conduct or control the practices to comply with the spirit of the laws and regulations released by relevant departments.
- 6.7 The Executives shall not use shareholders' money to support politics.

## **Code of Conduct for the Employees**

### **Responsibilities to the Company**

1. The employees shall perform their duties with responsibility, honesty and loyalty for the advancement and stability of the Company and employees.
2. The employees shall maintain and create the harmony and unity among the employees for collaborative working and effective problems solving as teamwork.
3. The employees shall pay attention and perform the Company's works with dedication and patient to improve the quality, efficiency and profitability of the Company and develop the Company to the excellence.
4. The employees shall use the Company's assets efficiently and economically, maintain the assets to prevent irregular damage or loss, and not to use the Company's assets for personal interest.
5. The employees shall strictly keep information of the customers, trading partners and the Company confidential.
6. The employees shall cooperate and support the works of all colleagues for the Company's interest and shall respect other employees' rights.
7. The employees shall constantly pay attention and support any activity which preserves the environmental and work safety in the workplace to be clean and pleasant.
8. The employees shall provide knowledge and pass on work experiences to colleagues by adhering to the Company's interests and goals.
9. The employees shall not accuse the Company, the Executives and the colleagues without truth and unfair.
10. The employees shall inform the relevant departments or the Executive of any improper or illegal action happening in the Company.
11. The employees shall not seek personal benefit or others' from their duties with bad faith.
12. The employees shall not perform any action which shall violate the Company's image and the reputation.
13. The employees shall seriously and strictly pay attention to all activities which improve the quality, efficiency and development of the Company to the excellence.
14. The employees shall not receive the gift except such receipt is owing to traditional providing. The said receipt shall be reported to the superior and proceed complying with the Company's regulations.