

(UNOFFICIAL TRANSLATION)

Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference.

FORM 56-1

**Annual Registration Statement
For the financial year ending DATE MONTH YEAR**

Company:

Note: This annual registration statement (Form 56-1) contains minimum information required to be disclosed by the issuing company (“Company”). Preparation and filing thereof should take into consideration the guidelines, the manual and the disclosure checklists available on the SEC website.

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Part 1 Business Operation

1. Policy and business overview

Provide an overview on the background and nature of the businesses operated by the Company or the group of companies which comprises the Company, its subsidiaries and associates being operated or to be operated, as the case may be. The information shall cover at least the following matters:

1.1 Vision, objectives, goals and strategies

Provide as much information as deemed appropriate on the vision, objectives, goals and business strategies of the Company or the group of companies, as specified by the Board of Directors (if any), to be used as guidelines for investors to understand and monitor future business directions of the Company.

1.2 Material changes and developments

Give a brief account on the material changes and developments regarding the controlling power and the nature of business during the preceding year as well as the material changes in the shareholding structure, management or business operation or any other important events (for example, merger and acquisition) during the past three years, if any.

1.3 Shareholding structure

In case that the Company consists of subsidiaries or affiliates, the following information is required:

- Policy on operational organization within the group of companies;
- Shareholding diagram of the group of companies that identifies the shareholding proportions and the voting rights (if different from the shareholding proportions). In case of a subsidiary formed by a joint venture agreement with another business group, identify the name and the shareholding proportion of the joint venture partner. (If there are numerous subsidiaries or affiliates, they may be presented in business groups;
- In case of a holding company, the sizes of the company operating the core business and the others shall be specified in comparison to the specified sizes under relevant regulations. ¹Should the ratios do not comply with the governing regulations, describe rectifying measures and compliance guidelines as well.

¹ The Notification of the Capital Market Supervisory Board regarding Application and Approval for Offering for Sale of Newly Issued Shares and the Notification of the Office of the Securities and Exchange Commission regarding Consideration of Company Size in Relation to Approval for Holding Company to Offer for Sale of Newly Issued Shares.

1.4 Relationship with major shareholders' business²

In cases where the Company or the group of companies is part of the conglomerate or a business group of a major shareholder and by nature of the core business the Company may need to form a relationship, reliance³ or competition against other businesses of the majority shareholder materially, the Company should explain the structure or condition of such relationship including the characteristics of business linkage. Clarifications on the said matters should include a comprehensive flowchart of the overall business structure of the majority shareholder. Also required is information on the rationale and opportunity or necessity for mutual reliance and support as well as strategic positioning of the Company or the group of companies in relation to the business group of the majority shareholder. If the business structures of the Company or the group of companies call for substantial competition, demonstrate clearly how the Company protects the shareholders' rights and ensures fair treatment or how the corporate management works for the best interest of the business and all shareholders. Such descriptions should enhance investors' understanding of the overall business operation the Company or the group of companies.

2. Nature of business

In case of more than one product line or business group, disclose the income proportion of each in the table below, which shall include at least those contributing more than 10 percent of the total income in the profit and loss statement of the latest financial year. If the operating results of each product line have already been disclosed in full in the note to the financial statements in accordance with the accounting standards on disclosure of financial information as categorized by business units, the income structure of the most recent year may be displayed instead. (For example, Business A and Business B generate 65 percent and 35 percent of the total income respectively. Such clarification is made with reference to the relevant notes to the financial statements).

Income Structure¹

Product Line/ Business Group	Operated by	Shareholding (%)	Income ² (YEAR)	%	Income ² (YEAR)	%	Income ² (YEAR)	%
Product Line/ Business Group 1								
Product Line/ Business Group 2								
Product Line/ Business Group 3								
Other incomes ³ (if any)								
Total				100		100		100

¹ In case of IPO during the past 1-2 years, only the income structures of such periods are required, as the case may be.

² Including the profit margins in the affiliates based on equity method.

³ Describe the nature and proportion of other incomes, other significant incomes must be displayed in a separate row (if any).

Give a separate description of each product line or business group in the following matters.

² Disclosure is not required if the core business of the Company does not have any relationship or connection with the other businesses of the majority shareholders, or does but only occasional and transaction-specific such as advertising services, loan, property leasing, etc.

³ Types of relationship or reliance include granting and receiving financial or technical support, raw material procurement, co-use of trademark, etc.

2.1 Characteristics of products or services

Describe the characteristics of each product or service to give investors an understanding of the Company's nature of business during the preceding year including the factors conducive to business opportunities or constraints – for example, acquisition of business license, concession or investment promotion – and clarify the respective rights thereof as well.

In the event that the Company or a subsidiary undertakes a property development business, clarify the characteristics of each ongoing **significant project** such as the project title and location, the type of project, the target customers, the number of units, sale/rental space, project value, sale and construction progress, etc.

2.2 Marketing and competition

(a) Describe the marketing policies of the major products or services during the prior year by way of, for example, general comparison with competitors (numerical data not required), customers' characteristics, target groups, sales and distribution channels. In case of export, specify the domestic/export sales ratio, the markets or the groups of export markets for such major products or services;

(b) Describe the industry competition during the past year, industrial and competition outlook with regard to, for example, an approximate number of competitors, the Company's size compared to the competitors, competitiveness and potential, and the names of competitors (only in the case of duopoly or oligopoly).

2.3 Procurement of products or services

(a) Describe an overall procedure for procuring products for sale during the past year such as manufacturing (number of factories, total production capacity), acquisition of raw materials or products for sale, number of raw material distributors, proportions of domestic and overseas procurement. (In case of financial institutions, specify sources of capital and loans).

(b) If the manufacturing process or treatment of raw material wastes affects the environment, clarify the Company's actions to alleviate the impact and whether the actual results over the past three years have complied with the law. In case of disputes or legal complaints on environmental issues, specify the details of each including respective solution guidelines.

2.4 Under-construction projects

Only in case of high-value, time-consuming projects or assignments such as building or ship construction projects, disclose the values of the ongoing projects as of the most recent date possible. Any project worth 10 percent or more of the total income in the consolidated financial statements of the latest financial year shall be disclosed with expected turnaround schedules during each period of time.

Remark: Identification of the customers or suppliers who account for more than 30 percent of the total income over the past three years is no longer required in this annual registration statement. However, if the Company relies on any customer or supplier who has a significant influence on the survival of the Company, such information shall be disclosed as a risk factor. Any reliance exceeding 30 percent of the total income or the total sales, as the case may be, according to the consolidated financial statements shall be specified with details on the identification and number of customers/suppliers, the nature of relationship and the types of products for sale and purchase. In any case, if the Company has already disclosed the names of the customers or suppliers to other persons such as investors or securities/investment analysts, such information shall be included in the annual registration statement to ensure equal information for all.

3. Risk factors

Identify significant risk factors including the following types:

- Operational risk associated with the Company or the group of companies.

Identify and clarify what the management views as material risks on the business, operation, financial condition, operating results or going concern or the group of companies;

- Investment risk imposed on the securities holders. Identify and clarify the risks of losing returns or rights or investment money, in whole or in part.

The aforesaid risk factors include only those likely to affect the Company, the group of companies or the securities holders directly, not general risks on business undertaking or investment. Describe the characteristics of such risks as well as the causative circumstances and potential impacts thereof (display numerical assessment results, if possible), tendency or probability of occurrence. Supplementary information on specific measures already put in place and substantial alleviation of risk impacts may also be included.

4. Assets used in business undertaking

4.1 Describe the significant characteristics of the permanent core assets which the Company and the subsidiaries use for business undertaking with or without ownership (for example, land, building, factory and machinery), and the characteristics of ownership (if applicable). The presentation of the total amount may be asset category-based, not item-or company-based. If a long-term leasing contract is made, provide a fact sheet of such contract (only regarding the remaining leasing period and the obligations of the Company under such contract (if any). Any asset used as a collateral shall be identified together with the limit of the obligations.

In cases where the Company or a subsidiary has intangible assets which are significant to business undertaking, for example, patent, concession, copyright and trademark, describe the key characteristics, terms and conditions, impacts on the business undertaking and the terms of such rights.

4.2 Describe the investment policies on the subsidiaries and associates (for example, businesses to be invested by the Company).

4.3 In cases where the Company wishes to disclose the appraised price, for example, as a result of acquisition or disposition of assets for business restructuring or upon re-appraisal at an interval accounting period, disclose the information on the appraised assets and the appraised price, and attached herein the information on such appraisal.

5. Legal disputes

Give a brief description of the ongoing lawsuit(s) or legal dispute(s) whereby the Company or subsidiary is a party. The description shall include only (1) any lawsuit that may negatively affect the assets of the Company or a subsidiary at an amount higher than 5 percent of the shareholders' equity at the end of the latest financial year. In case of negative equity, specify only the cases worth more than 10 percent of the current assets as of the end of the latest financial year, (2) any lawsuit that affects the business undertaking of the Company or a subsidiary materially but the assessment whereof cannot be quantified in numbers, and (3) any lawsuit that is not caused by normal business undertaking of the Company or a subsidiary. Disclosure of any lawsuit that is part of the normal business undertaking is not required such as a compulsory performance lawsuit in cases where the issuer is a financial institution.

The above disclosure shall include the information on the court trying the case, the commencement date, the parties, the cause of action, the progress of the case as well

as the names of the directors, executives or associated persons who are counter parties of the Company.

6. General information and other significant information

6.1 General information

Specify the following information on the issuer:

(1) Name, head office, type of business, company license number, telephone number, facsimile number, home page (if any), amount and type of the total sold shares of the Company;

(2) Name, head office, type of business, telephone number, facsimile number, amount and type of the total sold shares of the juristic person whereby the Company holds at least 10 percent of such shares; and

(3) Names, locations, telephone numbers and facsimile numbers of other references such as securities registrar, representative of debenture holder, auditor, legal advisor, advisor or manager under the management agreement.

6.2 Significant information

Specify other information that may influence investors' decision making significantly or ensure equal information access for all investors, as deemed necessary and useful. In any case, the Company has the duty to disclose accurate and sufficient information in support of investors' decision making.

Part 2

Management and Corporate Governance

7. Securities and shareholders

7.1 Amounts of registered capital and paid-up capital

(1) The Company has a registered capital of _____ baht, of which _____ baht is paid up, divided into _____ ordinary shares and _____ preferred shares (if any), at _____ baht per share.

In case of having securities listed elsewhere, identify the name of the Stock Exchange.

(2) In case of having other types of share such as preferred share whose rights or terms differ from those of ordinary share, identify the key different characteristics, e.g., amount, value, rights and terms.

7.2 Shareholders

(1) Majority shareholders

Identify the following shareholders, the number of held shares and the percentage of the total shares. In this regard, the shareholding of the associated persons and that of the shareholders under the same controlling person is considered the shareholding of the same group:

(a) Top 10 highest shareholders;

(b) The majority shareholders whose behaviors materially influence management policy-making or the Company's operation (for example, assigning a person to be an authorized director).

If the shareholders identified above do not represent the true shareholders, for example, those identified as a holding company or a nominee account, identify the persons or the group of persons who are genuinely the true shareholders and their core businesses unless there is a reasonable ground for failure of such identification.

(2) In case of a holding company, provide information on the shareholders of the subsidiaries undertaking the core business according to the guidelines under (1);

(3) Majority shareholders' agreement

In the event that the majority shareholders make an agreement on a matter that materially affect the issuance and offer for sale of securities or the management of the Company, and such agreement is co-signed by the Company, identify such agreement and clarify its essences and potential impacts on the Company's operation.

7.3 Issuance of other securities

(1) In cases where the Company issued convertible securities such as warrant and convertible debenture, describe the significant characteristics of such securities. For example, type, maturity, interest rate, convertible ratio and price, amount of underlying shares, offered amount and value, amount and value of the portation yet to be converted, unredeemed number and value, redemption maturity date, collateral, and other significant terms such as the right to put and call options;

(2) In cases where the Company has debt securities such as debenture and negotiable instrument, describe the significant characteristics of such securities. For example, type, unredeemed amount and value, maturity date, collateral and other significant terms such as the right to put and call options and borrowing criteria, and the latest credit rating of such debenture or bill, or the issuer rating or the guarantor rating, as the case may be.

In cases where the issuer is also required to file the annual registration statement (Form 56-1) for an issuance of debt securities having a guarantor, attach also the material information on such guarantor that may influence investors' decision making, including type of business, financial condition, operating results, the latest credit rating (if any). If the guarantor is required to file Form 56-1 as well, a reference may be made to the guarantor's Form 56-1 available on the website of the SEC Office.

7.4 Dividend policy

Specify the dividend policy of the Company for the shareholders, and that of the subsidiaries for the Company.

8. Management structure

8.1 Board of directors

Identify the directors and the controlling persons (if any), and specify clearly if any director is also an independent director or member of the audit committee or any other committee. In addition, specify the number of the board's meetings and the attendance of each director during the past year.

In case of a holding company, disclose the information on the directors and the controlling persons of the subsidiary operating the core business according to the above guidelines.

In this regard, disclose the information on the directors and the controlling persons of the Company and the subsidiary operating the core business, and the details of the directors of the subsidiaries in the respective attachments herein.

8.2 Executives

Identify the names and positions of the executives of the Company and display the organizational chart. In case of a holding company, specify also the names and positions of the executives and the organizational chart of the subsidiary operating the core business.

In this regard, provide the information on the executives of the Company and the subsidiary operating the core business in the attachments herein as well.

8.3 Company secretary

Identify the Company's secretary and disclose his/her information in the corresponding attachment herein.

8.4 Remunerations for directors and executives

(1) Money remuneration

(a) Describe the characteristics of the remunerations for each director during the past year. (For example, Mr. A receives remunerations of XXXX baht in 20XX, consisting of meeting attendance fee and director reward, the amounts of which vary according to the Company's operating results). In cases where any director also receives remuneration as an executive under (b), make a separate disclosure in (b).

In cases where an independent director also holds the same position at the parent company or a subsidiary or subsidiaries of the same level, disclose the total remunerations earned by each independent director from such companies during the past year;

(b) Specify the total remunerations and the total number of the executive directors and executives of the Company during the past year and describe the

characteristics of such remunerations. (In this regard, "executive" means manager, the first four highest executives following manager and every fourth highest executive, excluding accounting or finance manager if the position of departmental manager is not on the same level as the fourth highest executive).

In cases where the remunerations in the past year do not reflect the actual remunerations (for example, several appointments of new executives in the current year), give an estimate of the remunerations in the present year as well.

In case of a holding company, specify the remunerations and the total number of directors and executives of the subsidiaries operating the core businesses during the past year according to the above guidelines as well.

(2) Other remunerations (if any)

Specify other remunerations and describe their characteristics, for example, the right to buy shares or convertible securities for directors and executives (clarify the rules and procedures for allocating such securities and the right/total share percentage), including contribution to the provident fund, as prescribed in the guidelines under (1).

8.5 Personnel

Specify the total number of the Company's staff and that of each core business. In case of material change in the number of staff or a substantial labor dispute during the past three years, clarify the causes and policies on such matter. In addition, disclose the staff's total remunerations and their characteristics (for example, monthly salary, bonus and the employer's contribution to the provident fund, etc.) as well as the human resource development policy.

9. Corporate governance

Describe the operation or action regarding corporate governance with at least the following material information. If the Company fails to comply with the corporate governance guidelines for listed companies specified by the Stock Exchange of Thailand in any matter, identify the matter and the causes for such failure. The disclosure may be in the form of reference to other relevant clarification in other topics or other reports disclosed to the public via the Company's website.

9.1 Corporate governance policy

Specify corporate governance policies of the Company and the subsidiaries (if any).

9.2 Sub-committees

(1) Display the Company's management structure with information on the types and total number of the sub-committees, for example, the board of directors, the management committee, the audit committee and the remuneration committee, and the scope of authority and responsibilities of each committee;

(2) Identify the audit committee members who have knowledge and experience in reviewing the reliability the financial statements of the Company and their experience in auditing financial statements.

9.3 Selection and appointment of directors and chief executives

(1) Independent director

- Specify the selection criteria, i.e., qualifications and selection process;
- During the previous accounting period, if any independent director had a business relationship or gave professional services, or if the person appointed to be an independent director has or had a business relationship or gave professional services

exceeding the permissible value under the governing regulations,⁴ the Company shall disclose the characteristics of the business relationship or professional services which disqualify such person in accordance with the governing regulations, the reasons and the necessity to maintain or appoint such person as an independent director as well as the opinion of the board of directors that such person's holding of the independent director position does not affect his/her duty performance and giving of independent opinions.

(2) Selection of directors and chief executives: specify whether or not the selection of persons to be a director and chief executive is through a nominating committee, the number of directors representing each group of majority shareholders (if any), and the rights of retail investors to appoint directors (whether it is a cumulative voting whereby the investors allocate their votes to different nominees pursuant to the law on public company limited, or the majority voting method is used whereby a nominee must obtain more than half of the total voting rights of the attending shareholders to be qualified for the independent director position).

9.4. Supervision of subsidiaries and affiliates

The Company, whether operating as a holding or non-holding company, is required to disclose material information in the following matters:

(1) Monitoring system for the board of directors to oversee the management and operation of the subsidiaries and affiliates to protect the best interest of the Company's investment. Steps taken are such as:

- assigning representatives to be director, executive or controlling person in such companies, in which case specify whether the assignment is at least based on the shareholding percentage and whether or not the Company's rules and guidelines require an approval from the board of directors, and by what means;
- determining a scope of duties and responsibilities of the directors and executives who are the Company's representatives in such companies with regard to controlling power or participation in the making of key business policies;
- ensuring the information disclosure of such companies is accurate and complete and in line with the disclosure rules of the Company with regard to, for example, financial condition and operating results, related party transactions, acquisition and disposal of assets, or any other material transaction;
- establishing adequate and appropriate internal control in the subsidiaries operating the core businesses and other oversight guidelines for activities such as approval of increase or reduction of capital and dissolution of subsidiaries, etc.

In case of a holding company, describe such aforesaid oversight framework and clarify whether and how it complies with relevant regulations.⁵

(2) Disclosure of agreement between the Company and other shareholders regarding management of subsidiaries and affiliates (shareholders' agreement) (if any), only in case of the subsidiaries and affiliates having a material impact on the operation of the group of companies, and the agreements having a material impact on the management or controlling power or allocation of remunerations apart from the allocation based on shareholding percentage.

9.5 Inside information policy

Describe the Company's policies and procedures (if any) for preventing directors and executives from using inside information for personal gain, and for monitoring

⁴ Pursuant to the regulations prescribed by the Notification of the Capital Market Supervisory Board regarding Application and Approval for Offer for Sale of Newly Issued Shares.

⁵ Pursuant to the regulations prescribed by the Notification of the Capital Market Supervisory Board regarding Application and Approval of Offer for Sale of Newly Issued Shares.

their securities trading especially during the month before public disclosure of financial statements (for example, reporting requirements on directors' and executives' securities trading and penalty measures on misuse of inside information, etc.)

9.6 Auditor remunerations

Specify the remunerations for the auditor, the audit firm for which the auditor works, the persons or businesses related to the auditor and the audit firm, paid by the Company and the subsidiaries in the following categories:

- (1) audit fee
- (2) non-audit fee

In disclosing non-audit fees, specify the types and amounts paid during the past accounting period and those due in the future for the services unfinished within the period.

Remarks:

Persons or businesses related to the auditor and the audit firm include:

(a) spouse and child dependent on or under the care of the auditor;
(b) business with power of control over the audit firm, business controlled by the audit firm and business under the same control as the audit firm, either directly or indirectly;

(c) business under significant influence of the audit firm;

(d) partner or equivalent relation to the audit firm;

(e) spouse and child dependent on or under the care of the persons under (d);

(f) business over which the auditor, the persons under (a) (d) or (e) have power of control or material influence, either directly or indirectly.

In considering the characteristics of control and material influence liable to be those of the aforesaid persons or businesses related to the auditor and the audit firm, the definitions under the Accounting Standards regarding Disclosure of Information on Related Persons or Businesses shall apply.

9.7 Other Compliance

Specify the Company's compliance with the Stock Exchange of Thailand's Corporate Governance Guidelines for listed companies in other matters apart from those aforementioned. If none, identify the matters and the reasons for non-compliance. Such reasons may be given by referring to relevant clarification in other sections or other reports publicly disclosed on the Company's website.

10. Corporate Social Responsibility (CSR)

Disclose the corporate social responsibility policies implemented by the Company and the subsidiaries to support sustainable business and the society at large. *In-process* CSR is incorporated into the core business operation from formation of vision, objectives and strategies to business risk assessment and day-to-day activities, for example, product design, raw material procurement, production design, competitive strategies, and treatment of employees and customers, etc. Such activities should be monitored to ensure compliance with at least relevant laws. In cases where CSR was affected by the business undertaking of the Company or the subsidiaries during the previous year, disclose related facts and clarify the causes, impacts, solutions, future inspection and preventive approaches.

Additional contributions to social causes by any other means apart from normal business operation (*in-process* CSR) may also be disclosed in a separate section (*after-process* CSR).

Guidelines for CSR disclosure and reporting

Social responsibility

As “corporate social responsibility” is a broad term, disclosure of information on this matter may be outlined according to the eight principles⁶ prescribed by the Stock Exchange of Thailand, as follows:

- (1) Fair business practices
- (2) Anti-corruption
- (3) Human rights protection
- (4) Equitable labor treatment
- (5) Responsibility to consumers
- (6) Environmental protection
- (7) Community / society development
- (8) Creation and distribution of innovations responsible to society,

environment and stakeholders.

Selection of subjects for implementation and disclosure: As businesses normally operate responsibly in accordance with the aforesaid social responsibility principles, the Company may choose to disclose herein the CSR initiatives already implemented.

The Company is encouraged to further the efforts when ready and, when applicable, prioritize and incorporate proactive initiatives into the corporate strategic plan, and disclose progress reports for the benefit of sustainable business operation of the Company and the subsidiaries. The selected subjects should be significant to the business operation, for example, exposing material risks to the core business or impacts on the stakeholders. In any case, disclosure of information in this section should take into account the Guidelines for Sustainability Reporting laid out by the Stock Exchange of Thailand or other international standards such as Global Reporting Initiative (GRI).

Disclosure format: The Company may choose to disclose or report material information specified under this part through any of the following channels:

- (a) Annual registration statement or annual report, as the case may be;
- (b) Reference to a separate report on the Company's website;
- (c) Inclusion of the overall material information in other sections while

maintaining the reporting procedure under this section.

Material information: Disclose information at least on the following matters:

10.1 Overall policy: Describe the board of directors' policy to ensure that the business operation of the Company and the subsidiaries is in line with the eight principles in the SET's Guidelines for Social, Environmental and Stakeholders Responsibility, preferably including the vision, mission and strategies toward sustainability;

10.2 Operation and reporting: Clarify the following matters:

(1) Reporting procedure, starting from principle setting and identifying key stakeholders for the Company's operation to implementing disclosure standards, for example. If

⁶ The Stock Exchange of Thailand's full CSR guidelines for listed companies comprise 10 principles, i.e., the eight above plus Corporate Governance (in a separate section of this annual registration statement), and Social/Environmental Reporting (already included in this part).

international standards are implemented for operation and reporting, identify the host organizations or the names of such standards;

(2) Implementation of the Company's disclosed policy on, for example, product design, raw material procurement, production design, treatment of employees, competition policy, etc., to ensure fairness, environmental friendliness, non-involvement in corruption and stakeholders' rights protection. Describe the actions taken to comply with the principles mentioned above. For example, risk assessment, framework setting, staff communications, compliance monitoring, etc., including information on performance index (if any);

10.3 Business impacts on social responsibility (if any): In the event that the following incidents occurred during the past year, describe facts, reasons, impacts on the Company and the subsidiaries, solutions applied and guidelines for future inspection and prevention:

(1) The Company and the subsidiaries were inspected or are being inspected by an authority regarding the possibility of their operation's involvement in a significant legal violation in any matter under the eight principles. If the case is being considered in court and the Company or the subsidiaries becomes a party or disputant, disclosure of such information may be made through a reference to the legal dispute section;

(2) The business operation of the Company and the subsidiaries causes or allegedly causes social and environmental impacts, or contradicts the eight principles, especially the cases known to the public and may materially affect business undertaking, reputations or credibility of the Company or the subsidiaries.

10.4 Social and environmental activities: *After-process* social and environmental activities of the Company or the subsidiaries during the past year may also be disclosed herein as well.

Additional guidelines for anti-corruption initiatives

The information on the anti-corruption efforts of the Company and the subsidiaries **should be disclosed** separately from corporate social responsibility, and should include the following matters:

Policy: Disclose the resolution of the board of directors on the anti-corruption policy of the Company and the subsidiaries, prohibiting demand, receipt and payment of bribes and optionally covering the scope of actions.

In case of no resolution on such policy or implementation not yet taken, it should be proposed that the board of directors pass a resolution acknowledging their duty to supervise the Company's compliance with the governing laws, including the laws on bribery and corruption. The board of directors also has the duty to ensure implementation of the matters listed in the "implementation" section, and should review the appropriateness of the anti-corruption policy at least once a year.

Disclosure may also include information on the Company's participation in related activities such as the Collective Anti-Corruption (CAC)⁷ Initiative or the board of directors' intention to take action against corruption.

Implementation: Specify the actions already taken in accordance with the anti-corruption policy in the following matters:

⁷ Thailand's Private Sector Collective Action Coalition against Corruption (CAC) adopts the international standard anti-corruption framework and procedure to establish a standard for transparent business operation. The participating companies are required to sign up in the declaration of intention and submit it to the Thai Institute of Directors (IOD), the CAC Committee's secretary. More information is available under the "Special Projects" section at www.thai-iod.com.

- (1) Business risk assessment to identify the operation of the Company or the subsidiaries exposed to potential corruption involvement;
- (2) Guidelines for controlling, preventing and monitoring corruption-related risks;
- (3) Employees communication and training on policies and guidelines for anti-corruption;
- (4) Guidelines for monitoring and evaluating the implementation of the anti-corruption policy;
- (5) Review of adequacy and completeness of the anti-corruption process by the audit committee or the SEC-approved auditor.

In this regard, the Company may choose to disclose the above information by referring to the information or documents already disclosed on the Company's website and the progress report of similar work submitted to any other anti-corruption project such as CAC wherein the Company participates.

11. Internal control and risk management

11.1 Summarize the board of directors' opinions on the Company's internal control in the following matters. The Internal Control Adequacy Assessment (risk management included)⁸ available on the SEC Office's website offers guidelines for the board's assessment of the Company's internal control adequacy:

- (1) adequacy and appropriateness of the internal control system and staff sufficiency to ensure work efficiency, including monitoring and supervision of the subsidiaries to prevent exploitation of asset owned by the Company or subsidiaries resulted from misconducts of the Company's directors or executives;
- (2) defects of the Company's internal control (if any), completion of amendment or incompleteness and relevant clarification.

11.2 Describe the opinions of the Audit Committee if different from those of the board of directors, as well as the opinions of the auditor regarding the internal control system. In any case, attach herein the Audit Committee's report (regardless of the characteristics of their opinions).

11.3 Heads of Internal control and compliance

- (1) Identify the head of the internal control unit and that of the compliance unit (if any);

In case of outsourcing, identify the contractor or the person appointed by the Company, including the person authorized by such contractor, to perform such work.

In any case, provide details of the persons holding such positions in the respective attachments herein.

- (2) Disclose the opinion of the Audit Committee on the appropriateness and adequacy of the person holding the position of the internal control unit head with regard to educational qualifications, experiences and training for performing such duties;

- (3) Clarify whether the appointment, removal and transfer of the head of the internal audit unit requires the Audit Committee's approval. If not, specify the Company's guidelines for undertaking such responsibilities.

12. Related party transactions (if any)

⁸ The Committee of Sponsoring Organization of the Treadway Commission (COSO) specifies five key elements of the internal control framework as follows: (1) Control Environment, (2) Risk Assessment, (3) Control Activities, (4) Information & Communication, and (5) Monitoring Activities.

Describe the characteristics of the previous related party transactions and the policies of the Company and the subsidiaries for entering into future transactions with persons who may have a conflict of interest according to the followings instructions:

(1) Disclose the connected transactions with the persons who may have had a conflict of interest during the previous year and identify the group of such persons, type of relationship (ex. father of a majority shareholder, a company whose 30 percent shares are held by a majority shareholder), and the information on the connected transactions such as characteristics, amounts, terms and conditions, interest rate, bid and offer prices, values or actual rental fee as well as the appraised price or the rental fee appraised by a third party or provably fair price. In any case, a connected transaction with an affiliate or a subsidiary whose shares are held collectively by a director, executive, majority shareholder or controlling person of the Company at a total amount of less than 10 percent, disclosure of such connected transaction is not required;

(2) Clarify how such connected transaction is necessary and appropriate for the best interest of the Company. Disclose the independent directors' opinions as well if they differ from the board of directors' resolution;

(3) Describe the policy and tendency for future connected transactions including the fulfillment of the obligations specified in the prospectus;

(4) Provide information on the appraised asset whenever the appraised price of a connected transaction is disclosed, and details of the appraisal in the respective attachment herein.

Remarks:

(1) In cases where the Notes to the financial statements of the Company have already disclosed the connected transactions under (1) completely, the disclosure of (1) in this part is not required, but a reference shall be made to such relevant Notes;

(2) If persons with a conflict of interest hold shares in a subsidiary or an affiliate collectively at a total amount of more than 10 percent of the total voting shares of such company, clarify why such practice is employed instead of direct shareholding by the Company;

(3) In case of several connected transactions, each with little value, grouping such transactions as seen appropriate for each business is acceptable. For example, a commercial bank may present the deposits of the persons with potential conflicts of interest in the same group.

Part 3

Financial Position and Operating Results

13. Significant financial information

Disclose information from the financial statements and significant financial ratios which reflect the financial condition and the operating results of the core businesses of the Company and the subsidiaries, including at least comparative information during the past three years.

Additional similar information beyond the past three years' period may also be disclosed if the Company views that the minimum requirement is insufficient to demonstrate future trends and may cause misunderstanding of the Company's financial condition and operating results.

Remark:

Preparation of financial prediction in this annual registration statement is voluntary and may be done at any period. In any case, the Company shall do so with discretion to ensure that the prediction hypothesis is reasonable and well-supported by clear explanations. In preparing disclosure of the annual registration statement in the following year, the Company shall clarify if and how the actual operating results and the financial condition are different from the prediction. If the financial prediction is based on unreasonable hypothesis, the annual registration statement may be liable to be false or misleading and the Company may be liable to violation of Section 238 of the Securities and Exchange B.E. 2535 (1992).

In any case, if the Company wishes to disclose or disseminate any information regarding the tendency or prediction of the operating results in numerical form to investment analysts or investors, such numerical information shall be disclosed in this annual registration statement as well.

14. Management Discussion and Analysis

Disclose the management discussion and analysis (MD&A) on the Company's financial condition and operation, accompanied by the causes and relevant factors – if preferred, represented by diagrams or graphics as seen appropriate – at least in the following matters. In case of multiple product lines or business groups, separate MD&A for each significant product line or business group as well:

14.1 Operation, financial condition and material changes, accompanied by the causes or factors contributing thereto during the past year. The discussion shall be presented in comparison with the key benchmarks:

- Discussion and analysis on the financial condition and the operating results during the past two fiscal years is required only when they have a significant impact on the financial condition and the operating results of the current year;

- Minimum description shall cover operational overview, impacts of major incidents or factors. This includes business/company merger, business liquidation or suspension, acquisition or disposal of significant assets, operating results and profits, liquidity and capital sources, asset quality, management of off-balance sheet transactions, significant changes or selection of accounting policy, observation or qualified opinion of the auditor on

significant accounting items (if any), and the results of the implementation of the business plan and objectives in relation to financial information;

- If the Company has disclosed a business plan or a financial prediction in the registration statement or the annual registration statement, clarify the results of such plan and prediction as well;

- In case of issuance of debt securities with an obligation to maintain financial ratios, clarify whether such obligation has been fulfilled. (Compare the actual financial ratios during the latest accounting period with the compulsory ratios). In case of failure to maintain such compulsory ratios, clarify the impacts and rectifications.

14.2 Identify potential factors or incidents that may materially affect the financial condition or the operating results – both external factors such as economic trends, market/industry environments, and internal factors such as policies, strategies, management, changes in business agreements with potential impacts on the operation, and other factors for the benefit of investors' understanding and analysis of the Company's future directions.

If the Company has a project or research and development that will affect the operating results and the financial condition in the near future (approximately 1 year), describe the details of such project or research, for example, the characteristics, product launch/ improvement, progress and potential impacts on the Company's operation and financial condition.

Certification of Information

The annual registration statement shall be certified by the director(s) with binding authority* by affixing signature and the Company’s stamp (if any) wherein, and authorizing a person to sign on the documents of the annual registration statement on his/her/their behalf. The certification shall contain the following statements in the following format:

“The Company has reviewed the information on this annual registration statement with care and hereby certifies that the information is accurate, complete, not false or misleading, and does not lack material information that should be notified. In addition, the Company certifies that:

(1) The financial statements and financial information summarized in this annual registration statement show material information accurately and completely regarding the financial condition, the operating results and the cash flows of the Company and the subsidiaries;

(2) The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely, and has supervised compliance with such disclosure system;

(3) The Company has provided an efficient internal control system, supervised compliance with the system, and submitted the information on the internal control assessment on _____ MONTH DATE, YEAR _____ to the auditor and the Audit Committee, which covers deficiencies, significant changes on the internal control system, and wrongful acts that may affect the preparation of financial reporting of the Company and the subsidiaries.

In this regard, as proof that all the documents are identical to those certified by the Company, the Company has authorized _____ FULL NAME _____ to sign on every page of the documents, and the absence of the authorized signature ofFULL NAME.....on any document shall be deemed that such unsigned document has not been certified by the Company.

	Name	Position	Signature**
1.
2.
3.

Name	Position	Signature
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* Attached with evidential documentation. The annual registration statement provides important information for investors’ decision-making, it is therefore should be considered by the board of directors before submission to the SEC Office.

** Sealed with the Company's stamp (if any).

Authorized person:

Section 89/20*** of the Securities and Exchange Act (SEA) B.E. 2535 (1992) as amended by the SEA (No. 4) B.E. 2551 (2008) prescribes that directors and executives shall be jointly liable to any person trading securities of the Company for any damage arising from information disclosure to the shareholders or the public which contains a false statement materially or conceals a material fact that should have been notified in case of financial statements and reports on the financial condition and the operating results of the Company or any other report required to be disclosed under Section 56 or Section 199. The liability is not limited to the directors and executives who have affixed signature to certify the information in such aforesaid documents. In any case, directors and executives who can prove that, by virtue of own position, they could not have been aware of the truthfulness of such information or lack of information that should have been disclosed, are not subject to the liability under Section 89/20.

Remark*** Enforced on the companies under Chapter 3/1 of the SEA B.E. 2535 (1992) as amended by the SEA (No. 4) B.E. 2551 (2008) only.

Attachment 1

Details of directors, executives, controlling persons and company secretary

1. Information on directors, executives, controlling persons (if any) and the Company's secretary:

1.1 Fill in the details of directors, executives, controlling persons and company secretary in the table below:

Full name/ position / appoint ment date (1)	Age (year)	Educational qualifications / training record (2)	Shareholding percentage (%) (3)	Familial relationship between directors and executives (4)	Work experiences (5)		
					Period	Position	Organization/ company/ type of business

1.2 Describe the duties and responsibilities of the Company's secretary;

1.3 In case of a holding company, identify the directors, executives and controlling persons of the subsidiary operating the core business with the same details under 1.1. In addition, specify clearly which of the directors, executives and controlling persons of the subsidiary are assigned to hold such positions by the resolution of the Company's board of directors.

Remarks:

(1) In case of directorial position, specify also the type of directorship such as director with binding authority as specified in the Company's Certificate of Registration. If the Company's secretary position is outsourced, identify the juristic person or the ordinary person appointed by the Company to perform the duties of such position, including the name of the person assigned by the juristic person to perform such duties and the position of such person affiliated with the juristic person;

(2) Specify the highest educational degree, major and minor subjects, faculty and educational institution, including the training record regarding directorial roles, duties and skills (such as the Thai Institute of Directors (IOD) training courses. In case of the Company's secretary, specify the educational degree including relevant diplomas and certificates. In case of equivalent to or higher than a bachelor's degree, specify the bachelor's degree onwards. In addition, specify the training record regarding the roles, duties and

fundamental knowledge of company secretary (such as the Thai Company Secretary Club training courses);

(3) Specify direct and indirect shareholding by including shares held by spouse and children *sui juris* of such persons and shares held by any persons on behalf of directors, executives or controlling persons and spouse or children *sui juris* of such persons. Disclose the number of indirect shares and the number of shares held by any nominee separately from direct shareholding;

(4) Describe the familial relationship between directors and executives. This means relationship formed by blood, marriage and legal registration, only on the levels of father, mother, spouse, child, sibling, uncle and aunt from both the paternal and maternal sides including spouses and children of such persons;

(5) Specify the experiences of the directors, executives or controlling persons with minimum information as follows:

(a) Work experiences related to the business of the Company and/or subsidiaries, as the case may be, at least during the past five years;

(b) Names of the other listed companies whose directorial position was held during the past year (if any);

(c) Names of the parent company, subsidiaries or subsidiaries at the same levels where an independent director of the Company holds the same position (if any);

2. Details of the directors, executives and controlling persons of the Company who also hold directorial or executive positions at several subsidiaries, affiliates or related companies shall be presented in the table below:

List of Companies	Company	Subsidiaries			Affiliates			Related Companies		
		1	2	3	1	2	3	1	2	3
Ex: Mr. A	//	X		/				X		
Mr. B	/		/		/	/	/			

Remark:

1. / = director X = chairman // = executive director

2. Related company means a juristic person of the person with a potential conflict of interest under this Notification.

3. Disciplinary records of directors, executives and controlling persons

The Company shall disclose the sanctions imposed on the directors, executives and controlling persons during the past five years on account of wrongful acts under the SEA B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence;

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved;

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

Attachment 2

Details of directors of subsidiaries

Fill in the names of the directors of the subsidiaries in the table below:

Names of subsidiaries Names of directors	Company	Company	Company
Ex: Mr. A Mr. B	// /	/ X	/

Remarks:

1. / = director X = chairman // = executive director
2. Subsidiary means significant subsidiary with characteristics such as earning more than 10 percent of the total income in the consolidated profit and loss statement of the latest financial year.

Attachment 3

Details of heads of internal audit and compliance units

Specify the details of the head of the internal audit unit and the head of the compliance unit (if any) with material facts in the following matters:

1. In case of in-housing:

(1) Names and positions of the employees assigned by the Company to be the heads of the internal audit unit or the compliance unit;

(2) Educational qualifications including relevant certificates or diplomas. In case of equivalent to or higher than a bachelor's degree, specify the bachelor's degree upwards;

(3) Work experiences and relevant training;

(4) Scope of responsibilities in case of compliance unit head.

2. In case of outsourcing

(1) Names of the juristic persons or the ordinary persons appointed by the Company to be the heads of the internal audit unit or the compliance unit, as the case may be;

(2) Names of the persons assigned by the juristic persons to be the heads of the internal audit unit or the compliance unit, as the case may be, and their job positions at such juristic persons, with details as guided under item 1 above.

Details of asset appraisal

If the Company has shown or wishes to disclose the appraisal information in the annual registration statement – for example, disclosure of the appraised price as part of the preparation of connected transactions, business restructuring that involves acquisition and disposal of assets – and wishes to disclose the relevant appraised price, re-appraisal of assets at an interim accounting period, etc., specify the details of such appraisal with material facts in the following matters:

(1) Assets and the appraised price prepared at least six months prior to such transactions;

(2) Name of the appraiser, i.e., financial advisor or property valuer in the capital market on the SEC Office's approved list or specialist accepted by the SEC Office, as the case may be;

(3) Name of the compliance supervisor the principal appraiser, as the case may be, who affixes signature in the report and is on the SEC Office's approved list in cases where the appraiser is a financial advisor or a property valuer in the capital market;

(4) Objectives of the asset appraisal for the public in cases where the appraisal is prepared by a property valuer in the capital market or a letter of consent of the appraiser for dissemination of opinion in cases where the appraisal is prepared by a financial advisor or a specialist;

(5) Reporting date of the asset appraisal.