

- Translation -

AAI - 027 – 2022

Policy on Investment and Supervision of Subsidiaries and Associates

Asian Alliance International Public Company Limited (the “Company”) decides that its policy on investment in and supervision of subsidiaries and associates shall be detailed as follows:

1. Policy on Investment in Subsidiaries and Associates

The Company’s policy is to invest in companies which are in line with its goals, visions, and growth strategy. The said characteristics will contribute to growth and competitiveness of the Company, its subsidiaries and/or its associates (collectively the “Group”). In this regard, the Company, its subsidiaries and/or associates have discretion to invest in businesses of other areas. To assure good returns on investment, businesses to be invested in are required to be of growth potential, capable in furtherance or proven beneficial to the Group’s businesses. To decide on such investment, the Company shall conduct relevant analysis on investment feasibility, potential, and risk. The said analysis is to be conducted with appropriate methods and required to be agreed upon and/or approved through meetings of executive directors, Board of Directors, or general shareholders’ meeting (depending on which one is applicable). Also, request for approval of the investment must be in conformity with applicable notices as issued by the Thai Capital Market Supervisory Board (CMSB), the Board of Governors of the Stock Exchange of Thailand, and the Stock Exchange of Thailand (SET).

2. Policy on Supervision of Subsidiaries and Associates

The Company’s Policy on Supervision of Subsidiaries and Associates aims at prescribing measures and mechanisms, both direct and indirect, to supervise its subsidiaries and associates and ensure their compliance, as if they were departments of the Company itself. To protect the Company’s interest over its investment in subsidiaries and associates, instruments upon which they are required to comply shall include the Company’s policies, legislations on public companies, Thai Civil and Commercial Code, Thai Law on Securities and Exchange, and other applicable legislations. The scope of compliance shall also extend to relevant applicable notifications, regulations, and rules prescribed by CMSB, the Board of Governors of SET, and SET. In this regard, the Company’s Policy on Supervision of Subsidiaries and Associates shall be detailed as follows:

- 2.1 The Company shall appoint its representatives to serve as directors in each of its subsidiaries and/or associates. The number of said appointees shall be proportionate with the Company’s share ownership over subsidiaries and/or associates in question. Directors appointed by the Company shall, as deemed appropriate, supervise, and manage business operations of its subsidiaries and/or associates to ensure their compliance with applicable laws as well as other policies prescribed by the Company itself. On the other hand, the appointment of these directors must be decided appropriately and in accordance with circumstances of the particular subsidiaries and/or associates they are supposed to serve. Also, the said appointment must be considered and approved by the Company’s Board of Directors’ meeting.
- 2.2 For the subsidiaries to engage in an acquisition of related assets or transactions under notices issued by SET, CMSB, and Thai Securities and Exchange Commission (SEC), they must, in advance, have received approval from the Company’s Board of Directors and/or the shareholders’ meetings, and/or relevant agencies (depending on which one is applicable). As required by law, the Company must seek approval from the meeting of its Board of Directors and/or its shareholders’ meeting, or from relevant agencies before those kinds of transactions can be made.

Moreover, if facts arising from the subsidiaries’ side, including their engagement in certain transactions, bound the Company to provide required information to SET in accordance with regulations under the latter’s applicable notices, the representative director of the subsidiary in question is required to notify the Company’s corporate secretary. The said notification

must be made promptly once the subsidiary's representative director becomes aware of those facts, or when the subsidiary in question plans to engage in such transactions.

- 2.3 The Board of Director and executives of subsidiaries and/or associates shall have their authorities and responsibilities in accordance with relevant legislations, such as duty to disclose information on financial status and business performance to the Company. In this regard, applicable notices issued by SET and CMSB shall be deemed applicable as well. In addition, directors, and executives at the Company's subsidiaries and/or associates must individually disclose and provide information regarding their personal stakes and related parties to the Company's Board of Directors. Being informed on relevant relationships of directors and executives serving these subsidiaries and/or associates, the Company's Board of Directors will be able to identify the Group's transactions with the risk of conflicts of interests and avoid them accordingly.
- 2.4 The Company will prepare plans and take necessary actions to ensure that its subsidiaries and/or associates properly disclose relevant information regarding their performance and financial situations towards itself as their parent company. Further, the Company will take necessary steps so that its subsidiaries and associates are able to establish systems for information disclosure and internal audit system that are appropriate and sufficient for their business operations. The Company will also follow up results of the said endeavors.

Also, the Company will closely follow up with information on business turnovers and operations of its subsidiaries and/or associates. In preparing relevant policies to support business growth and development of its subsidiaries and/or associates, the Company will provide results of its own analysis, opinions, and suggestions to its Board of Directors, as well as the boards of its subsidiaries or associates.

This policy was considered and approved in the Board of Directors Meeting No. 1/2022, dated 24 March 2022, which shall come into effect from 24 March 2022 onwards.

- Mr. Vichai Assarasakorn -

(Mr. Vichai Assarasakorn)

Chairman of the Board

Asian Alliance International Public Company Limited