

Summary of duty performance of the board of directors over the past year

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## 8. Report on key operating results on corporate governance

As a representative of the SUTHA, the Board of Directors carried out duties and responsibilities prescribed in the Charter of Board of Directors and Sub-Committee to approve and specify the directions, visions, goals and business strategy as well as, in cooperation with the management team, laying out guidelines for corporate governance for forming mutually-beneficial relationships with stakeholders by adhering to good corporate governance and business code of conduct policy to drive the business towards the sustainable business growth.

### 8.1 Summary of duty performance of the board of directors over the past year

The Board of Directors was to set guidelines for everyone in the organization, an important foundation for driving the organization towards sustainability. The main principles that everyone realized and implemented basically were operating under good governance or corporate governance policy laid out by the Board of Directors for all parties to follow. The Board of Directors is comprised of 8 members, including:

(GRI: 2-9, 2-11)


No	Name-Surname	Position
1	Mr. Sripop Sarasas	Independent Director, Chairman of the of the Board of Directors and Chairman of the Audit Committee
2	Mr. Ben Harrath Faouzi	Executive Director
3	Ms. Nishita Shah	Executive Director
4	Mr. Krishnan Subramanian Aylur	Executive Director, Nomination Remuneration and Corporate Governance Director
5	Mr. Geza Emil Perlaki	Chairman of the Executive Committee and Chairman of the Risk Management and SD Committee
6	Mrs. Ladda Chatchaluay	Independent Director, Audit Committee, Chairman of the Nomination Remuneration and Corporate Governance Director
7	Mr. Timothe Arthur Maria Van Den Bossche	Executive Director, Nomination Remuneration and Corporate Governance Director
8	Mrs. Vannee Abakaz	Independent Director, Audit Committee and Nomination Remuneration and Corporate Governance Director

Ms. Thidarat Sihawanlop, the Company Secretary, and Ms. Panchalee Sombutrasarn, an assistant Company Secretary, collected data and prepared the report.

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The Board of Directors performs the role and responsibilities prescribed in the Board charter aligned with the corporate governance, business ethics, corporate strategy, internal controls, risk management, and stakeholder management between the board of directors, management, employees, and shareholders to create maximum benefits for the Company based on corporate social responsibility, concern for the environment, fairness to all stakeholders. The Board of Directors has thus resolved to adopt this Charter of the Board of Directors which applies the principles of the Corporate Governance Code (CG Code) for Listed Companies 2017 prepared by the Securities and Exchange Commission.

Principle	Principles of Good corporate governance Code		Principle
1	Establish clear leadership role and responsibilities of the board	Define objectives that promote sustainable value creation	2
3	Strengthen board effectiveness		4
5	Nurture innovation and responsible business		6
7	Ensure disclosure and financial integrity	Ensure engagement and communication with shareholders	8

**Golden Lime Public Company Limited**

1 Integrity The Company is committed to incessantly conducting its business with transparency, fairness, and good corporate governance in conformance to both domestic principles, such as the Corporate Governance Code for Listed Companies 2017 (CG Code) of the Office of Securities and Exchange Commission (“the SEC”), the Corporate Governance Report of Thai Listed Companies (CGR) of Thai Institution of Directors Association, to ensure good governance aligned with corporate strategic goals, resources allocation, performance monitoring and evaluation to achieve its goals of sustainable growth.

2 Fairness The Board of Directors established corporate business ethics that focus on the ethical responsibilities of companies to and for the stakeholders, aligned with good corporate governance, sustainability development, competitiveness, and value creation for the long-term return to stakeholders. The company is committed to doing business by respecting human rights and treating the stakeholders fairly to reduce environmental negative impacts, manage risks, and secure business continuity by revolving below principles.

2.1 Code of Ethics for Directors and executives

- The role of the board and management
- - Recruiting, developing and evaluating the performance of directors and executives
- Setting compensation criteria for directors and executives
- Securities Trading / report on changes of interest of Directors, Executives and the use of inside information /report on conflict /conflict of interest and related parties transactions (GRI:2-15)

2.2 Code of Ethics for Corporate management

- Internal controls
- Risk and Crisis management and Business Continuity

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- Corporate Compliance Governance Policy
- Anti-corruption
- Managing company assets and interests
- complaints and whistleblowing
- Information Disclosure communication
- Supervising subsidiaries
- Information Disclosure
- Social public communications
- Information security
- Guarding business secrets and intellectual property
- Technology and Innovation
- Human rights and equality implementation
- Healthy and safety working environment
- Tax policy
- Personal information protection
- Anti money laundering

**2.3 Code of Ethics for Stakeholders**

- Fair treatment to all shareholders equally and fairly
- Accountability and practices to authorities
- Policies and guidelines for directors, executives, and employees
- Policy and guidelines for trading partners, Procurement conduct practices
- Policies and practices towards customers
- Policy and practices towards competitor
- Policies and practices towards the community and environments

Establishing a sustainable development framework with environmental and social responsibility to develop business sustainably following:



3 Transparency the Company disseminates the significant information of the Company, both financial and non-financial information sufficiently, accurately, completely, promptly, and transparently according to the Good

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corporate Governance stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission.

No.	Corporate Governance	CG code no.
1	The board should explicitly disclose in the Company's annual report and on the website its diversity policies and details relating to directors, including directors' age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies.	3.1.4
2	The board should disclose the roles and responsibilities of the board and the committees, the number of meetings and the number of directors participating in meetings in the previous year, board and every single committee performance.	3.2.7
3	The board should disclose the directors' remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director should also include remuneration for what each individual receives from holding directorship at the company's subsidiaries.	3.4.4
4	If the board appoints any person to consult with the remuneration committee, that consultant's information should be disclosed in the annual report, including information regarding independence and any conflicts of interest.	3.4.5
5	The board should set and publicly disclose criteria limiting the number of director positions directors can hold simultaneously in other companies, and should consider the effectiveness of directors who hold multiple board seats. The number of companies of which a person can simultaneously be a director should be appropriate to the nature and types of businesses involved but should not exceed five listed companies.	3.5.2
6	The integrity and timely disclosure of the material information of the subsidiary, including its financial information, related party transactions, acquisition and disposition of assets and other important transactions, capital increases or decreases, and termination of a subsidiary.	3.6.1 (4)
7	The annual assessment of the performance of the board and committees as a whole and on an individual director level should be based on self-evaluation, or alternatively, on cross-evaluation together with self-evaluation. The criteria, process, and results of the evaluation should be disclosed in the annual report.	3.7.2
8	The board should disclose in the annual report training and knowledge development of the board.	3.8.4
9	The board should oversee that information is properly disclosed when there are any conditions that have an impact on the control over the company.	4.3.3
10	The board should ensure the designation of an internal auditor or establish an independent internal audit function that is responsible for reviewing and improving the effectiveness of the risk management and internal control systems, and reporting review results to the audit committee. The result of the internal audit review must be disclosed in the Company's annual report.	6.2.4
11	The board should ensure management and monitoring of conflict-of-interest situations and transactions. The board should adopt an ethics and conflicts of interest policy consistent with applicable law and standards (including fiduciary duties) and establish clear guidelines and procedures for disclosure and decision-making in conflict-of-interest situations. For example, any party who has a vested interest in a particular transaction, should disclose that interest, and not be involved in the decision-making.	6.3.2
12	The board should ensure that any person (including chief financial officer, accountant, internal auditor, company secretary, Investors Relation officer) involved in the preparation and disclosure of any information of the Company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.	7.1.1
13	When approving information disclosures, the board should consider all relevant	7.1.2

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No.	Corporate Governance	CG code no.
	factors, including for periodic financial disclosures: <ul style="list-style-type: none"> <li>- The evaluation results of the adequacy of the internal control system.</li> <li>- The external auditor’s opinions on financial reporting, observations on the internal control system, and any other observations through other channels.</li> <li>- The audit committee’s opinions.</li> <li>- Consistency with objectives, strategies and policies.</li> </ul>	
14	The board should ensure that information disclosures (including financial statements, annual reports, and Form 56-1) reflect the Company’s financial status and performance accurately and fairly. The board should promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the Company’s true financial status, performance and circumstances.	7.1.3
15	For disclosures related to any individual director, that director should ensure the accuracy and completeness of the information disclosed by the company, including of shareholders’ information and any shareholders’ agreement.	7.1.4
16	The board should consider and report data on the company’s compliance and ethical performance (including anti-corruption performance), its treatment of employees and other stakeholders (including fair treatment and respect for human rights), and social and environmental responsibilities, using a report framework that is proportionate to the company’s size and complexity and meets domestic and international standards. The company can disclose this information in the annual report and in separate reports, as appropriate.	7.4.1
17	Information to be disclosed on the company’s website includes: <ol style="list-style-type: none"> <li>(1) the Company’s objectives and values</li> <li>(2) nature of the Company’s business and the Company’s operations</li> <li>(3) list of the Company’s board of directors and of executives</li> <li>(4) financial statements and reports about the financial status and the Company’s financial and non-financial performance for current and previous year</li> <li>(5) downloadable version of annual reports and SEC Form 56-1</li> <li>(6) information and documents that the Company discloses to the investment community and other external parties</li> <li>(7) shareholding structure, both direct and indirect</li> <li>(8) the Company’s group structure, including subsidiaries, affiliates, joint ventures, and special purpose enterprises/vehicles (SPEs/SPVs)</li> <li>(9) direct and indirect major shareholders, holding at least 5 percent of paid-in capital with voting rights</li> <li>(10) direct and indirect shareholdings in the Company held by directors, major shareholders, and key executives of the Company</li> <li>(11) invitation letters to the shareholders’ ordinary and extraordinary meetings</li> <li>(12) the Company’s regulations, and memorandum and articles of association</li> <li>(13) the Company’s corporate governance policy and related policies including IT governance policy, anti-corruption policy and practices, and risk management policy</li> <li>(14) a charter or statement of duties and responsibilities, directors’ qualifications, board composition, terms, and authority of the board and board committees, including audit committee, nomination committee, remuneration committee, and corporate governance committee</li> <li>(15) the Company’s code of ethics and conduct applicable to all directors, executives, employees and staff, as well as the Company’s Investor Relation’s code of conduct, and</li> <li>(16) contact information (name of department or relevant person, phone number, and e-mail) for complaints, investor relations and the Company secretary.</li> </ol>	7.6.1
18	Establishing criteria for minority shareholders to nominate persons to serve as directors of the company and informing in advance for the shareholders to exercise their rights.	8.1.2 (2)
19	The board should ensure that the company discloses the results of voting on proposed	8.3.1

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No.	Corporate Governance	CG code no.
	resolutions (“for”, “against”, and “abstain”) for each proposed resolution.	

4 Responsibility Carrying out the roles and responsibilities with full capability and care to deliver and develop best results as provided in the 56-1 One Report.

5 Accountability is the acknowledgment of and assumption of responsibility for actions, products, decisions, and policies via describing reasons for such decisions in 56-1 One Report



The Board of Directors has also appointed various sub-committees to collaborate with designated management as well as appointed personnel and supervise according to the corporate guidelines, goals, strategies, and budgeting adhering to below core values to jointly deliver stakeholders product quality and services in line with the needs and expectations of customers to promote growth, stabilize market base for long term income so the business can operate under competitive conditions.

 <p>Respect</p>	<ul style="list-style-type: none"> <li>The Board approved the policy regarding ethical and fair treatments based on the principles of respect, dignity, human rights, and law compliance towards all stakeholders; customers, shareholders, trading partners, creditors, society, communities, government agencies, regulatory agencies respectfully and fairly including competitors under legitimate fair competition.</li> <li>The board of directors along with the management are committed to carry out business operations in accordance with the laws, rules, and regulations correctly, including promoting joint capacity building, joint principles, joint policy network to combat corrupt or immoral acts by creating a manual of business ethics for suppliers.</li> <li>The Board of Directors and the Audit Committee strictly follow regulations regarding reports on securities trading by directors and executives, changes in their securities trading and prevention of the use of inside information, related party transactions, reports of interests of directors and executives, prevention of conflict of interest, financial report audited and timely disclosure.</li> </ul>
 <p>Efficiency</p>	<ul style="list-style-type: none"> <li>The Board directed the management to promote personnel potential, and preferred operational behaviours to influence employees' behaviours for better safety, reduced environmental impact, and innovation drive.</li> <li>The board has followed up on performance through performance reports, where the top executive reports operating results to the board meeting and/or sub-committee meetings including below aspects:                             <ul style="list-style-type: none"> <li>✓ Directing business aligned with corporate objectives, goals, vision, mission, policies, frameworks, and practices that are reviewed regularly.</li> <li>✓ Reviewing jointly with the management and top executives periodically the annual budget to monitor core expenditures and investments progress regularly.</li> <li>✓ Monitoring core financial ratios and crucial indicators; EBITDA, profits, and financial variables along with their impacts on the standalone and consolidated financial reports, financial performance, market situations and trends, management of important financial impacts, progress in other initiatives, and development.</li> <li>✓ Monitoring progress and performance of investment project , reviewing investment plan and process improvement for business expansion.</li> <li>✓ Supervising the related party transactions approved by the Audit Committee</li> <li>✓ Supervising and monitoring the utilization of proceeds from capital increase</li> <li>✓ Overseeing entering into loan agreements, monitoring workflow liquidity, and controlling the utilization of proceeds from capital increase in repaying loans to reduce financing costs to create maximum benefit.</li> <li>✓ Monitoring financial ratios obliged with loan requirements.</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>✓ Establishing framework for sustainability operations along with the review of reports on sustainability development and risk management. This includes appointing executives and management as additional members of the Risk Management and Sustainability Development Committee. Their involvement will enhance the execution of responsibilities as outlined in the Risk Management Committee Charter and the Sustainability Development Committee Charter. These charters have been reviewed and refined to ensure a systematic approach to risk management and to promote sustainability in line with accepted standards, allowing for upgrades based on corporate governance and sustainability development indicators.</li> <li>✓ To acknowledge the materiality via the sustainability report, important sustainability issues, priorities, and actions, including engagement activities with key stakeholders as outlined in the reports provided.</li> <li>✓ Delegating the management and executives to monitor law and regulations compliance and operating by good corporate governance, the sustainability development and report such performance for acknowledgment.</li> <li>✓ Ensuring good operation, competitiveness, business continuity, adequacy of internal controls, financial liquidity, ability to repay debt, timely accurate disclosure prescribed by the SEC Office and the SET, board and subcommittee self-assessment and evaluation conducted for improvement.</li> <li>✓ Assessing investment initiatives aimed at enhancing the production capacity of calcium carbonate powder at Thai Marble Co., Ltd. This involves investing in the acquisition and installation of machinery and equipment to boost product output for the GCC segments and broaden the GCC customer base.</li> <li>✓ Overseeing the implementation of strategies proposed by management through various projects, which will facilitate and expedite progress toward achieving established objectives.</li> <li>✓ Monitoring the results of risk management and internal control reports, and recognizing the risk management updates presented by subcommittees. This involves endorsing the selection of senior executives from all units and operational management to serve on the Risk Management and Sustainability Development Committee. Their responsibility is to monitor risk management and sustainability issues that could affect the business, as well as to implement strategies and address major risks or sustainability challenges that might impact business performance or influence competitiveness and stability.</li> </ul>
<p>Customer Focus</p> 	<p>The Board of directors oversees revenue generation in the aspect of a customer-centric strategy to ensure customer satisfaction with quantity and quality compliance to their expectations to stabilize and grow revenue to develop further capacity, and more competitive opportunities and mitigate negative impacts by risk management and internal controls, standardized systems and processes in managing production and operation including responsible delivery for products and the environment, community, and society</p> <ul style="list-style-type: none"> <li>✓ Approval of the investment for the product development project that is meant for users' applications.</li> <li>✓ Approval of investment in machinery and its auxiliary's improvement to meet customer requirements in desired quantity and quality, size, characteristics, and packaging.</li> <li>✓ Approve to enhance operational logistics efficiency.</li> <li>✓ Provide process engineering and design services to increase efficiency and reduce expenses, as well as wider ranges of customers' application.</li> <li>✓ Promote joint improvement with customers to find best suitable application.</li> </ul>
<p>Long term relationship</p> 	<p>With the above-mentioned Integrity, Fairness, Transparency, Responsibility, and Accountability, the Board of directors supervises the management to scrutinize thoroughly from sourcing materials, developing, processing, obtaining finished products, product application, and product customization efforts to achieve customer satisfaction to establish and maintain long-term customer relationships, retain existing customers for a strong and loyal customer base that can increase recurring revenue via building long-term relationships</p>

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	<ul style="list-style-type: none"> <li>✓ Assessed and prioritized sustainability materiality based on significance in the opinions of stakeholders within and outside the organization via complain filing channels provided.</li> <li>✓ Identified possible risks to the business operations, analyse their potential impact towards stakeholders and prepare a risk management and mitigation plan.</li> <li>✓ Analysed stakeholder engagement and resource allocation to raise joint development with society, and stakeholders that may affect the company's business operations.</li> <li>✓ Extended the supply chain to address supply chain sustainability to create shared values and minimize the impact of disruptions on their operations involved in business chain.</li> </ul>
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(GRI: 2-10)

### 8.1.1 Selection, development and evaluation of duty performance of the board of directors

The Board of Directors has resolved to appoint the Nomination and Remuneration Committee to consider criteria and procedures for selection and nomination of suitable candidates to serve as directors and members of sub-committees, the Chief Executive Officer, upon expiration of term of office, by considering nominated directors for qualifications, knowledge, skills, and experience of the nominated candidates to be appointed as SUTHA directors and express their opinions to board members prior presenting to the shareholder meeting to appoint directors.

For sufficient detail provided to shareholders, the correctness and completeness of information and qualifications of director nominee are gathered and reviewed according to the Company procedures before proposing to the Remuneration and Nomination Committee and the Company's Board of Directors for consideration. The directors who retire by rotation may be re-appointed by the Board of Directors to assume the positions. The Nomination and Remuneration Committee is to take past performance into consideration.

Ensuring that all shareholders receives equitable treatment, eligible minor shareholders and major shareholders are invited to nominate qualified candidates for Director election, from directors' pool and IOD Chartered director, directors database of the Office of the Securities and Exchange Commission, the Company's selection, nominated directors by senior executives positions within the organization to join and serve on sub-committees or hold a position as a director of a subsidiary company.

#### Information about the selection of the board of directors

##### List of directors whose terms have ended and have been reappointed

List of directors	Position	First appointment date of director	Skill and expertise
Mrs. Ladda Chatchaluay	Director (Non-executive directors, Independent director)	5 Apr 2017	Accounting, Audit, Finance

##### List of newly appointed directors to replace the ex-director

List of directors	Position	First appointment date of director	Skill and expertise
Mr. Ben Harrath Faouzi	Director (Non-executive directors)	10 Nov 2023	Petrochemicals & Chemicals, Steel, Engineering
Mr. Timothe Arthur Maria Van Den Bossche	Director (Non-executive directors)	10 Nov 2023	Business Administration, Economics, Petrochemicals & Chemicals, Finance

### Selection of independent directors

The criteria for selecting Independent Directors and Audit Committee Members:

1. Independence: Directors must not have any business or personal relationships that could affect their independent judgment.
2. Knowledge and Experience: Directors should have relevant knowledge and experience in finance and accounting.
3. Audit Capability: Directors must have the ability to audit and evaluate the company's performance.
4. Compliance with Laws and Regulations: Directors must comply with laws and regulations related to being an Independent Director and Audit Committee Member.

### Criteria for selecting independent directors

The Company's Board of Directors will preliminarily consider together the qualifications of the persons who will take the office as an Independent Director considering the qualifications and prohibitions of the director in accordance with the Limited Public Company Act., Laws on securities and securities exchange, and Announcement of the Capital Market Supervisory Board as well as related announcement, regulations and/or rules. In addition, the Company's Board of Directors considers and selects the Independent Director from the experts, taking into consideration the working experience and other suitability, and then it will propose to the Shareholder's meeting for consideration and appointment to be the Company's director.

The Company states that independent directors make up at least one-third of the total board, with a minimum of three individuals. All three independent directors meet the qualifications required for both independent directors and audit committee members, including:

No.	Name-Surname	Position	Date in Position		
			Date in Position	Approved by	Term of Directors
1	Mr.Sripop Sarasas	Chairman of the Audit Committee and Chairman of the Board of Directors and (GRI:2-11)	2 April 2014	8 April 2022	11 years (*Year2025)
			Upon completing nine years, an independent director with AGM resolution to approve to serve on the board continuously.		
2	Mrs.Ladda Chatchaluay	Audit Committee, Chairman of the Nomination Remuneration and Corporate Governance Director	5 April 2017	4 April 2024	7 Years
3	Mrs.Vanee Abakaz	Audit Committee and Nomination Remuneration and Corporate Governance Director	15 May 2018	4 April 2023	6 Years

3 Independent Directors of the Company, are fully qualified according to the requirements of the Securities and Exchange Commission and according to **the definition of independence that the Company has defined as follows:**

### Qualifications of Independent Directors

The qualifications of whom will conform to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, dated 15 December B.E. 2551 (including its amendment).

**Prescribed Qualifications of Independent Directors and Audit Committee by the Stock Exchange of Thailand**

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3 Independent Directors of the Company, namely, Mr. Sripop Sarasas, Mrs. Ladda Chatchaluay, and Mrs. Vannee Abakaz, are fully qualified according to the requirements of the Securities and Exchange Commission and according to **the definition of independence that the Company has defined as follows:**

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
1.	Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, a subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director. - Number of shares - Proportion of shares with total voting rights	- -	175,000 0.048%	25,000 0.007%
2.	Neither being nor used to be an executive director, employee, staff, advisor who receives salary or controlling person of the Company. Its parent company, a subsidiary company, associate company, a same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission. Such prohibitions shall not include the case where the independent director used to be a government officer or an advisor of the government sector, which is the major shareholder, or the controlling person of the Company.	No	No	No
3.	Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company.	No	No	No
4.	Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.	No	No	No

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Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
	The term business relationship' as mentioned above shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.			
5.	Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.	No	No	No
6.	Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.	No	No	No
7.	Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.	No	No	No

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Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
8.	Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.	No	No	No
9.	Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.	No	No	No
10.	Not being a director appointed by the Board of directors to decide upon the business operation of the Company, its parent company, subsidiary company, associate company, same- level subsidiary company, major shareholder or controlling person.	No	No	No

**Qualifications of the Audit Committee**

The Audit Committee consists of Mr. Sripop Sarasas, Mrs. Ladda Chatchaluay and Mrs. Vannee Abakaz which are qualified in accordance with the Notification of the Securities and Exchange Commission No. Tor Chor. 28/2551 Re: Application for and Approval of the Offer for Sale of Newly Issued Shares dated 15<sup>th</sup> December 2008 (including amendments) as follows;

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay(*)	Mrs. Vannee Abakaz(*)
1.	Not being a director who is appointed by the Board of Directors to decide in the operation of the Company and its affiliated companies; not being a major shareholder or a company's controlling person.	No	No	No
2.	Not being a director who takes part in the management; not being an employee, staff member or advisor who receives a regular salary or company's controlling person and its affiliated companies which are listed.	No	No	No
3.	Being fully qualified in accordance with the regulatory requirements defined by the Capital Market Supervisory Board, the Stock Exchange of Thailand and other regulatory bodies; being independent and having no direct or indirect benefit or interest in the manner which may affect the performance of duties and the giving of independent opinions.	fully qualified	fully qualified	fully qualified
4.	Being capable of performing duties, giving opinions and reporting the results of performance of work according	Yes	Yes	Yes

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Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay(*)	Mrs. Vannee Abakaz(*)
	to the duties delegated by the Board of Directors without the control of the management or the major shareholders of the Company including related persons or close relatives of the said persons.			
5.	Being able to contribute sufficient time and opinion to perform the duties of the member of the Audit Committee	Yes	Yes	Yes
6.	Shall receive regular and continuing education opportunities in areas related to the Audit Committee duties in order to stay relevant in the changing business environment; shall gain knowledge of the Company's operation consistently to enhance the effectiveness of the Audit Committee.	Yes	Yes	Yes

The Audit Committee shall have at least 1 audit committee member who has financial and accounting knowledge and experience in reviewing financial statements.

Mrs. Ladda Chatchaluay and Mrs. Vannee Abakaz

possess knowledge and experience in accounting and finance and have experience in reviewing financial statements.

Each independent director is allowed to express opinions freely. The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completing nine (9) years, an independent director may continue to serve on the Board, subject to approval from the shareholders' meeting and subject to the board's rigorous review of his/her continued independence.

(Criteria as approved by the meeting of shareholders held on April 4<sup>th</sup> 2023)

The nomination and remuneration committee may consider an independent director who has reached his 9-year tenure years to have a term of office for more than 9 years in case he/she is qualified according to Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (including additional amendments)

The rationale for considering and making decision are

- The independent director is able to act independently and be able to express opinions independently yet in accordance with the relevant rules
- Being an independent director, not involved in any management duties, not having any relationship with the management or the main shareholders including the auditors
- Throughout the tenure, an independent director has performed his duties by attending every meeting supported by his shareholder meeting attendance record. If not available, he will notify other members and Chairman to acknowledge.
- Being accountable to serve as the Chairman of the Company with abilities, qualifications, and maturity for the position of Chairman of the Board and the Chairman of the Audit Committee of the Company
- Throughout his tenure as the Chairman of the Board of Directors, he acts dutifully and effectively as the chairman of the committee meeting as well as the chairman of the shareholders' meeting to oversee and manage meetings effectively and appropriately.
- Throughout his tenure as an independent director, he performed his duties in attending board meetings. and performs duties in shareholder meetings very well

PART 2   8   8.1   8.1.1   8.1.2   8.1.3   8.1.4 Report on key operating results on corporate governance	56-1 One Report 2024		
	GRI 2021	2-10, 2-15, 2-17, 2-18, 2-19, 2-20, 2-25, 2-26, 2-27, 205-1	Page 411
Summary of duty performance of the board of directors over the past year	<a href="http://www.goldenlime.co.th">www.goldenlime.co.th</a>		
	<a href="https://www.goldenlime.co.th/board.asp?lang=E">https://www.goldenlime.co.th/board.asp?lang=E</a>		

- Possess qualifications and past experience as a director of several listed companies and apply his experience and capability to provide advice and opinions that are beneficial to the good corporate governance of the Company and holding office in less than 5 listed companies.

### Business or professional relationships of independent directors over the past year

Business or professional relationships of independent directors over the past year No

### Selection of directors and the highest-ranking executive

#### Nomination and appointment of Directors and the top-level management

The Criteria for the Nomination and appointment of Directors and the top-level management of the Company are listed below:

- 1) Rights of Minority Shareholders to nominate qualified persons to be considered for election as directors. or nomination from major shareholders or the company can search for people from the director list (Directors ' Pool ) or have a list of professional directors in a reliable agency, such as in the IOD directory ( IOD Chartered director ) or the listed company director database system of the Office of the Securities and Exchange Commission. Or through recruitment from a company with the expertise the company needs.
- 2) Promotion particularly for senior management positions or directors of subsidiary companies
- 3) Nominating according to the succession plan

(GRI:405-1)

#### Method for selecting directors and the highest-ranking executive

Method for selecting persons to be appointed as directors through the nomination committee Yes

Method for selecting persons to be appointed as the highest-ranking executive through the nomination committee Yes

#### Number of directors from major shareholders

Number of directors from each group of major shareholders over the past year (persons) 5

The main shareholders ,CE Lime (Thailand) Co., Ltd., nominated below directors :

No.	Name - Surname	Latest appointment and office period		
		Appointment date	BOD meeting	Office taken
1.	Mr. Krishnan Subramanian Aylur	29 September 2016	4 April 2023	8 years
2.	Ms. Nishita Shah	29 September 2016	4 April 2023	8 years
3.	Mr. Ben Harrath Faouzi	10 November 2023	4 April 2024	1 year
4.	Mr. Geza Emil Perlaki	5 April 2017	8 April 2022	7 years
5.	Mr. Timothe Arthur Maria Van Den Bossche	10 November 2023	4 April 2024	1 year

## Rights of minority shareholders on director's appointment

### Rights of Minority Shareholders to nominate directors

The Company has set the criteria for minority shareholders to propose the agenda, nomination of persons to be appointed as directors, including questionnaire prior to the Annual General Meeting of Shareholders. The notice and schedule will be provided to the shareholders through the information dissemination of the Stock Exchange of Thailand (SET) and the website of the Company at [www.goldenlime.co.th/Investor Relations/Download Information and Form](http://www.goldenlime.co.th/Investor%20Relations/Download%20Information%20and%20Form). The announcement is published through the website of the SET on 15 October or on the next business day if it falls on holidays. The shareholders can propose the agenda and nomination of persons during 16 October – 27 December 2024 (or during the updated schedule announced by the Company).

**For the year 2024, none of the shareholders had made any proposal or nomination in such period.**

#### Method of director appointment

Each director is required to obtain a majority of the total votes cast by shareholders present at the meeting and eligible to vote. Additionally, the principle of One Share One Vote stipulates that voting occurs separately for each agenda item, with each share representing a single vote.

## Determining desired qualifications of directors

### Qualifications in general of nominated directors

- 1) Director's qualifications as established by Golden Lime, which includes qualifications stipulated by laws and any other relevant regulations, such as Public Limited Companies Act B.E. 2535 (1992), Securities and Exchange Act B.E. 2535 (1992) (Section 89/3), Notification of Capital Market Supervisory Board, the Company's Articles of Association and should not have restricted qualification as described by SEC.
- 2) Qualifications of nominated directors fully meet the qualifications set forth by relevant rules, regulations and charter of the board of directors or the approval from the Board of Directors
- 3) different knowledge and experiences in the profession for a diversity of qualities and experiences of the board but consistent with the company's business strategy
- 4) Background relates to Skill Matrix; production, accounting, finance, banking, or management.
- 5) report on an interest or a person with a relationship via reporting to the Board of Directors or company secretary
- 6) Consent from the nominated person to be appointed as a director
- 7) diversity in gender, ethnicity and nationality, without discrimination on the grounds of gender, ethnicity, nationality, color, race, or religion but the foreign directors will be residing in Thailand over the whole Board of directors as prescribed by rules.
- 8) All Directors must be able to perform their duties and express their opinion freely and dedicate sufficient time to perform their duties.
- 9) In order to assure that the directors of the Company devote themselves to performing their duties completely, it is required that individual directors not take positions in more than 5 (five) listed companies.
- 10) The directors of the Company must not operate a business in competition with the Company's business, or be a partner in an ordinary or unlimited partnership or be director of a private company or any other company with the same business operation as the Company regardless of individual or other benefits. Nevertheless, prospective board members may be involved in all of the above in the case that such association are reported at the Shareholders' Meeting prior to the appointment.
- 11) The directors of the Company must immediately inform the Company if involved directly or indirectly as parties of interest in the Company's contract or hold shares in the Company or affiliated companies.

## Directors with authority to sign to bind the company

- 1) Thai nationality
- 2) Non-Thai but a resident of Thailand or holding a work permit (“Work Permit”) so a passport and work permit to be attached in almost all transactions
- 3) Non-Thai that not residing in Thailand and no work permit can be registered as a director with authority to sign to bind the company but signing a binding transaction has limitations for transactions that require work permit documentation.

## Criteria for Directorship in other listed company

The Board of Directors has established a policy on directorship in other listed companies as follows:

### Directorship in other listed company held by the Company’s directors

- 1) Each director is allowed to hold directorship in other listed companies up to not more than 5 listed companies, inclusive of the Company, to ensure the directors’ efficiency and sufficient allocation of time to serve on the Company’s Board of Directors.
- 2) Directors should avoid holding directorship in any other listed company that could create a conflict of interest with the Company and in performing their duty as the Company’s director.
- 3) Each director is allowed to hold directorship in other listed companies under the same group company and its subsidiaries which be considered as the common benefit and do not affect the major responsibility of the director’s functions.

## Determining desired qualifications of directors

Prioritize qualifications and skills that enhance business operations, considering relevant experiences that contribute to the company's success, including:

### Details of qualifications of directors

Qualification knowledge or experience	Skill and expertise
Lime and mineral industry or chemical industry	Petrochemicals & Chemicals, Energy & Utilities, Mining, Business Administration, Others: -
Engineering in machinery / electricity / petrochemicals /information systems technology	Petrochemicals & Chemicals, Project Management, Corporate Management, Engineering, Leadership
Factory and industrial operations	Industrial Materials & Machinery, Energy & Utilities, Mining ,Transportation & Logistics, Engineering
Finance/Accounting / financial statement review	Accounting, Finance, Risk Management, Audit, Internal Control
Fuel, coal and energy management	Petrochemicals & Chemicals, Steel, Mining, Strategic Management, Risk Management
ESG, ang Global/ Corporate management	Economics, Commerce, Finance, Sustainability, Corporate Management
Business Administration	Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance
Legal or a degree in law, Finance, Banking, IT or related business	Law, Marketing, Finance, Human Resource Management, IT Management

Note: Details are specified through the eOne Report System functions for selecting business-related experience and skills according to the system's prepared and defined list

## Information on the development of directors

(GRI: 2-17)

The Board has a policy to promote and facilitate all directors in performing their duties including training and education for directors, executives, and others relevant to the corporate governance system of the Company. Training courses from the Thai Institute of Directors Association (IOD), The stock exchange of Thailand (“SET”), The Securities and Exchange Commission, Thailand (“SEC”), Thai Listed Companies Association (“TLCA”) and others are guided and provided for continuous performance improvement. The details of the training courses of each director are presented in the director’s profile.

The foreign directors nominated by the major shareholder are knowledgeable and experienced in the duty as a director in the world's leading private companies and capable in the business management or industrial management that suit beneficially to the Company’s major business.

Nominated director by a group of shareholders is qualified on the shareholders’ basis such as expertise, knowledge and experience to ensure its ability to perform their duties and provide useful recommendations to the company. The Managing Director and senior executives are presenting needful information to foreign directors in English or visit the link [http://www.goldenlime.co.th/ir\\_index.asp?business](http://www.goldenlime.co.th/ir_index.asp?business) including visiting the company's business and its subsidiaries on appropriate occasions.

Director’s training in Thailand will be notified and arranged via online link as well as regulations by the Securities and Exchange Commission to be translated and disseminated for acknowledgement. Any training in English will be proposed to foreign directors with time zone limitation still.

Training courses both by the Stock Exchange of Thailand and the Securities and Exchange Commission Will be notified to all directors for registration and participation.

Trainings / Workshops of directors , subcommittee members , executives and other supporting personnel are

### Development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Mr. Sripop Sarasas (Chairman of the board of directors)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2024: Role of the Chairman Program (RCP)</li> <li>• 2023: Risk Management Program for Corporate Leaders (RCL)</li> <li>• 2021: Ethical Leadership Program (ELP)</li> <li>• 2002: Advanced Audit Committee Program (AAP)</li> <li>• 2002: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 1994: Advanced Management Programme   INSEAD The Business School for the World   INSEAD, France</li> </ul>
2. Mr. Ben Harrath Faouzi (Director)	Non-participating	Residing and operating from abroad. Other <ul style="list-style-type: none"> <li>• INSEAD Business and Marketing</li> </ul>
3. Ms. Nishita Shah (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2007: Director Certification Program (DCP)</li> <li>• 2006: Director Accreditation Program (DAP)</li> </ul>
4. Mr. Krishnan Subramanian Aylur (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2017: Director Accreditation Program (DAP)</li> </ul> Other

**Summary of duty performance of the board of directors over the past year**

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List of directors	Participation in training in the past financial year	History of training participation
		<ul style="list-style-type: none"> <li>• 2023: Investment in Practice: Undertaking Stewardship with a Focus on Climate Change</li> <li>• 2022: Current Trends in Foreign Investment in the Region Post Covid</li> </ul>
5. Mr. Geza Emil Perlaki (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2018: Director Accreditation Program (DAP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2024: For those WHO DARE</li> <li>• 2023: Strategic Negotiation &amp; Influence by CMEA</li> <li>• 2022: Current Trends in Foreign Investment in the Region Post Covid" (3,7 Mar 2022) by SET</li> <li>• 2022: 2022 Insights Discovery Workshop, Top Executive Class of the Carmeuse</li> </ul>
6. Mrs. Ladda Chatchaluay (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2017: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2024: Enhancing Governance, Standards, and Financial Insights, SET</li> <li>• 2023: Leadership roles and driving business towards sustainability" organized by SEC</li> <li>• 2023: Roles and duties of the Board of directors and Executives of listed companies" organized by SEC</li> </ul>
7. Mr. Timothe Arthur Maria Van Den Bossche (Director)	Non-participating	Residing and operating from abroad.
8. Mrs. Vannee Abakaz (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2018: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2024 Prevention and suppression of inappropriate behavior of listed companies</li> <li>• 2024: Enhancing Governance, Standards, and Financial Insights, SET</li> <li>• 2023 "Leadership roles and driving business towards sustainability" organized by SEC</li> <li>• 2023 "Roles and duties of the Board of directors and Executives of listed companies" organized by SEC.</li> <li>• 2023 "Climate Governance Class 3-2023" organized by IOD</li> </ul>

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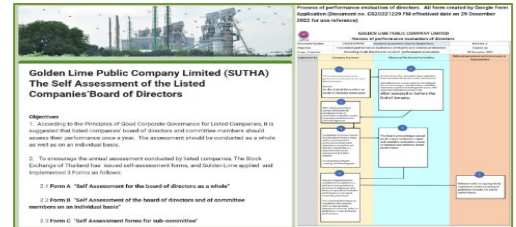
**Information on the evaluation of duty performance of directors**

**Performance self-evaluation of directors**

(GRI: 2-18)

The Board conducts performance self-evaluation annually for further development and enhancement of their performance.

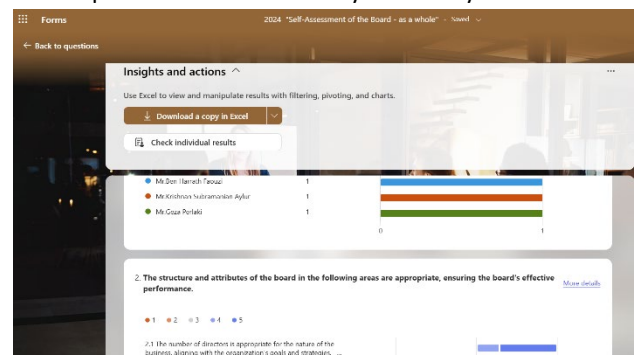
The Boards can evaluate individual board directors or the whole board. Self-evaluations give boards a chance to address their weaknesses, analyze the issues and difficulties arising during last year and to increase the effectiveness of the Board's performance.



The Company Secretary/the assistant to the Company secretary distributes an electronic annual performance evaluation form to all directors, wholly and individually. After completing the assessment, the directors return the evaluation forms to the Company secretary to establish a summary report for the board meeting.

This year, in 2024, a total of 7 self-assessment forms were distributed to all Board members, as well as subcommittee members, to assess their own performance as part of a comprehensive review process. The self-assessment process aligns with the governance guidelines prescribed in each charter and covers various areas of evaluation to ensure that all aspects of performance are effectively measured and improved upon. Below is a summary of the key areas covered in the self-assessment forms:

Seven assessment forms were designed and shared using Microsoft Forms in Office 365. This tool was developed as part of an investment project aimed at enhancing information management, initiated and supported by the Carmeuse Group by the end of 2023, allowing Golden Lime PLC and its users to make better use of resources.



Participants will be provided with a link to finalize the assessments, utilizing the subsequent rating scale:

- 1 = Strongly disagree or no action taken
- 2 = Disagree or minimal action taken
- 3 = Agree or moderate action taken
- 4 = Mostly agree or good action taken
- 5 = Strongly agree or excellent action taken

Each primary assessment area includes subtopics to aid respondents in performance evaluations, focusing on the board, subcommittees, individual directors, and senior executives as detailed in the self-assessment forms.

**1. "2024 Self-Assessment for the Board - :as a whole "**

**Participants: The Board of Directors**

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**Assessment Areas:** The assessment covers various aspects of the board's performance, including the number of directors, their qualifications, meeting frequency, corporate governance, internal control, risk management, and related party transactions.

**Overall Ratings:** The majority of the ratings are 5, indicating a high level of satisfaction with the board's performance.

**Areas for Improvement:** Suggestions include adding an independent director to the Risk Committee and simplifying meeting materials.

## 2. "2024 Audit Committee Self-Assessment"

**Participants:** The Audit Committee

**Assessment Areas:** The assessment covers various aspects of the audit committee's performance, including the number of members, their qualifications, meeting frequency, financial statement review, internal control oversight, and handling of related party transactions.

**Overall Ratings:** Most of the ratings are 5, indicating a high level of satisfaction with the audit committee's performance.

**Areas for Improvement:** training opportunities.

## 3. The 2024 self-assessment for Executive Committee

**Participants:** The Executive Committee

**Assessment Areas:** The assessment covers various aspects; Appropriateness of the number of executive directors, Adequacy of skills, experience, and qualifications, Meeting Management, Executive Director Performance.

**Overall rating :** The overall feedback is positive, with most scores averaging above 4.

**Suggestions for Improvement:** Timely distribution of documents and meeting materials to ensure the meeting environment supports effective discussion.

## 4. "2024 The Nomination, Remuneration, and Corporate Governance Committee Self-Assessment"

**Participants:** The Nomination, Remuneration, and Corporate Governance Committee

**Assessment Areas:** The assessment covers various aspects of the committee's performance, including the number of members, their qualifications, meeting frequency, and the effectiveness of the nomination, remuneration, and corporate governance processes

**Overall Ratings:** Most of the ratings are 5, indicating a high level of satisfaction with the committee's performance.

**Areas for Improvement:** Suggestions for meeting management include focusing more on strategic issues, more synthetic documentation, arranging at least 2 meetings a year with at least one of them focuses on succession planning, ensuring regular updates on key people issues and changes in local employment laws for compliance.

## 5. The 2024 self-assessment for the Risk Management and Sustainability Development Committee

**Participants:** The Risk Management and Sustainability Development Committee

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**Assessment Areas:** key areas such as committee size and qualifications, meeting frequency and preparation, information presentation and discussion, and the effectiveness of risk management and sustainability frameworks.

Participants: The Risk Management and Sustainability Development Committee

**Overall Ratings: Most of the ratings are 4- 5, indicating average Score at 4.25**

**Areas for Improvement:** continuous training in risk management and sustainability, better self-preparation before meetings to manage meeting lengths. Overall, the committee is focused on improving its effectiveness and supporting the organization's goals, including enhancing ESG ratings.

## 6. "2024 Self-Assessment for the Board - Individual":

Participants: The Board members

**Assessment Areas:** The 2024 Self-Assessment for the Board focused on four key areas according to promoted key behaviors : Honest feedback that Board members provided valuable insights, Collaboration that the Board worked collaboratively, Ownership that the Board fulfilled their duties, and Passion that the Board committed to sustainable growth.

**Overall Ratings: The average rating is 4.93, indicating strong overall satisfaction and effectiveness.**

**Areas for Improvement:** more concise documentation, minimizing operational details, a broader perspective instead of tactics, inclusion of an Independent Director in the Risk Committee, and regular training for board members.

## 7.CEO assessment

Participants: The Nomination, Remuneration, and Corporate Governance Committee

**Assessment Areas:** The "2024 Top Executive Assessment" evaluates the CEO's performance across several key areas, including vision and strategy, strategic planning and execution, organizational structure and management, financial management, board relations and governance, stakeholder communication, organizational culture and staff development, succession planning, product and service knowledge, and personal attributes and ethics.

Summary Statistics

**Overall Ratings: Most of the ratings are 2- 5, indicating average Score at 3.7**

**Areas for Improvement:** rigorous execution of business plans, performance management, operations quality, people development, and enhancing creativity to achieve financial goals.

In addition to evaluating performance through the annual assessment process, the company considers recommendations for improving corporate governance based on survey results from the Annual General Meeting, the CGR Score project, and sustainability ranking participation. These evaluations are conducted by external agencies using standardized criteria and guidelines applicable to all companies.




The assessment results serve as a benchmark for measuring progress in corporate governance, achieved through collaboration between the board, subcommittees, management, and employees. The overall assessment results are summarized as follows

Summary of duty performance of the board of directors over the past year




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> The evaluation from a corporate governance survey of listed companies (CGR SCORE)

CGR SCORE	2022	2023	2024
SUTHA CGR Average Score Y 2024 SUTHA'S score level is Excellent For 4 consecutive years	93 Excellent 	113 (+bonus) Excellent 	111 (+bonus) Excellent 
Average of Thai Listed Companies	84	81	86
SET50Index	93	103	105
SET100Index	92	99	101

> The evaluation of the Annual General Shareholders' Meeting Quality Evaluation (AGM CHECKLIST)

AGM CHECKLIST Evaluation by THAI INVESTOR ASSOCIATION			
Yearly	2022	2023	2024
Number of Companies	771	810	808
Golden Lime Public Company Limited (SUTHA)			
SUTHA AGM Score	100  (5 TIA)	95  (4 TIA)	100  (5 TIA)
Average Score of the Thai Listed Company			
Yearly	2022	2023	2024
Average SET50	99.31	98.60	99.00
Average SET100	99.01	98.04	98.64
Average SET	95.75	93.89	94.86

> Achieving the sustainability development received "A" certification from "SET ESG Rating", the former Sustainable Stocks Project (THSI), according to the company's sustainability development performance in the year 2023 and he ranking improved to 'AA' in 2024."



- o In March of 2023, Golden Lime Public Company Limited received a "SILVER" certification from Ecovadis, a comprehensive social and environmental responsibility (CSR) rating service. This rating covers various aspects of management, excluding finance, but including the impact on the environment, labor and human rights, ethics, and sustainable procurement. The

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certification was based on the company's performance in 2022, and improved to "GOLD" in 2023 and 2024 maintain to the "SILVER".

The board of directors and management will assess the available resources and their importance, as well as potential investments, in connection with the results that could improve efficiency, effectiveness, and create business opportunities.

If any gaps require additional personnel, investment, or expenses that could significantly increase management costs, those areas may not be prioritized initially.

## 8.1.2 Meeting Attendance and Remuneration for each Directors

### Meeting attendance of the board of directors

Number of the board of director meeting over the past year (times) : 5

Date of AGM meeting : 4 Apr 2024

EGM meeting : No

The Board of Directors completes meetings schedule and agendas of the Board of Directors in advance. The meeting schedule will be determined in advance and notified to the directors, members and invitees not later than the last Board meeting of each year so that directors can prepare to attend. In 2024, the Board of Directors arranged meeting as follows:

### AGM on 4 April 2024

#### Meeting of shareholders, the Board and the subcommittee

% of the proportion of directors to attending Year 2024		
Summary of the Board meetings year 2024		%
% -/ The directors attending the AGM	1	100%
% -/ The Board of Directors Meeting	5	90%
% / The Audit Committee Meeting	4	100%
% / The Independent Directors Meeting without executives	2	100%
% / The NR Committee Meeting	2	100%
% / The CG Committee Meeting		100%
% / The Executive Committee Meeting	4	75%
% / The Risk Management Committee Meeting	2	100%
% / The Sustainability Development Committee Meeting		100%
<b>Average of % of the proportion of the attendance</b>		<b>95%</b>

All directors participate in each meeting to establish a quorum as mandated by the Company's regulations, with the specific quorum requirements outlined by the Company. The Board of Directors' meetings will adhere to a minimum quorum standard. In order for the Board of Directors to cast votes during the meeting, a minimum of two-thirds of the total directors must be present. For the year 2024, the average attendance rate for the Board of Directors and its subcommittees is projected to be 95 percent. Each director will be provided with comprehensive, accurate, and timely information.

The Company Secretary or the secretary to the committee and sub-committee will be responsible for gathering relevant information from concerned parties and providing it to the directors. All directors must receive an agenda and related information at least seven days before the meeting. Additionally, any other supportive information collected from responsible persons must be provided as enclosures not less than three to five days prior to the meeting date. Presentation slides, including backup/supporting slides, that

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presenters have prepared will also be sent before the meeting date so that all attendees can review and consider the information for further discussion and voting.

During the meeting, the Company Secretary or an assistant to the Company Secretary will officially record the minutes which will then be translated into English for foreign directors, executives, and other relevant parties to acknowledge. The TH/EN minute of meeting will be presented at the next meeting for directors' approval and for use as an informative reference. It may also be used by relevant parties to cross-check references.

**Details of the board of directors' meeting attendance**

Directors Name		The Summary of the Board of Directors Attendance of the Annual Meeting in Year 2024						
		AGM	Board of Directors	Audit Committee	ID directors Meeting without Executives	Executive Committee	NR Committee	CG Committee
		Meeting times						
		1	5	4	2	4	2	
1	Mr.Sripop Sarasas	1/1	5/5	4/4	2/2	-	-	
2	Mr. Ben Harrath Faouzi	1/1	5/5	-	-	4/4		
3	Miss Nishita Shah	1/1	2/5	-	-	-	-	
4	Mr. Krishnan Subramanian Aylur	1/1	5/5	-	-	4/4	2/2	
5	Mr.Geza Emil Perlaki	1/1	5/5	-	-	4/4	-	
6	Mrs. Ladda Chatchaluay	1/1	5/5	4/4	2/2	-	2/2	
7	Mr. Timothe Arthur Maria Van Den Bossche	1/1	4/5	-	-	3/4	2/2	
8	Mrs. Vanne Abakaz	1/1	5/5	4/4	2/2	-	2/2	

The circumstances preventing the director from attending the board meeting are as follows: The director is currently residing or traveling outside the country. The scheduled date and time of the meeting coincide with travel obligations, or the meeting occurs in a different time zone, rendering attendance impractical for the director.

**The remuneration of the board of directors**

(GRI: 2-19)

**Remuneration of the board of directors**

Pursuant to the Section 90 of the Public Limited Companies Act, B.E. 2535. "The company will not pay money or give any property to a director, unless it is a payment of remuneration under the articles of association of the company. In the case where the articles of association of the company is not stipulated, the payment of remuneration under paragraph one will be in accordance with the resolution of the meeting of shareholders based on a vote of not less than two thirds of the total number of votes of the shareholders attending the meeting."

Article 22 ARTICLES OF ASSOCIATION The Company's Directors are entitled to remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other kinds of benefit as considered and approved by the shareholders meeting with the votes of not less than two-thirds (2/3) of the total shareholders attending the meeting. Such remuneration may be fixed in an exact amount or by a specific principle and may be fixed from time to time or perpetually until the shareholders meeting will resolve to change in otherwise. In addition, the Company's Directors is entitled to allowance and welfare pursuant to the Company's regulations.

The provision in Paragraph one shall not affect the rights of the directors appointed from the Company's employees or staff who is entitled to the remuneration and benefits as the Company's employees or staff.

The Board of Directors is to propose a fair and appropriate remuneration to each director of the Company based on market conditions, business competition, nature of business, operating results, the Company's financial standing as well as responsibilities, duties, and performance of each director. The director who also performs the duty as an Audit Committee member will also receive the allowance of the Audit Committee. The director who also performs the duty



**Summary of duty performance of the board of directors over the past year**[www.goldenlime.co.th](http://www.goldenlime.co.th)<https://www.goldenlime.co.th/board.asp?lang=E>

as a member of the Nomination Remuneration and Corporate Governance Committee will also receive the allowance of the Nomination Remuneration and Corporate Governance Committee.

However, the remuneration for the directors will be approved by the Shareholders' meeting and the remuneration of the Executives will be approved by the Board of Directors meeting.

- 1) Yearly remuneration
- 2) Board of Director Meeting Allowance
- 3) Audit Committee Meeting Allowance
- 4) Nomination Remuneration and Corporate Governances Committee Meeting
- 5) Bonus which is considered as per proposed by the Nomination and Remuneration Committee to the Board of Directors under the amount approved by the shareholders' meeting.

**Guidelines**

- 1) Directors' remuneration must be approved by the company's shareholder meeting.
- 2) The remuneration of directors is proposed by the Nomination and Remuneration Committee then the board must review the proposal before presenting it to the annual general shareholders' meeting for approval.
- 3) Remuneration depends on each director's responsibilities, duties, performance added with attendance fee; Board meetings, Audit Committee Meeting, NRCG meeting with fixed rate paid to the Chairman and each director.
- 4) Director who has been holding office for less than one year, his remuneration is based on the office period in the year.
- 5) Bonus for directors based on the Company's operating result and not exceeding the amount approved by the shareholders' meeting.
- 6) Remuneration will follow what has been approved by AGM only without any other other additional privileges
- 7) Any change will be presented and reviewed in the NRCG meeting then to the Board of Directors meeting and proposed to the shareholder meeting accordingly.
- 8) The disclosure of each remuneration either individual or entire payment should be presented in the annual report via SET and the website of the company.

**Types of remuneration of the board of directors**

The Board of Directors approved the following remuneration proposal for directors for the year 2024 without additional benefits or privileges to the AGM:

- |  |                                  |
|--|----------------------------------|
| 1) Yearly remuneration   | THB 30,000 per person            |
| 2) Board of Director Meeting Allowance   |                                  |
| o Chairman of the Board  | THB 45,000 per meeting           |
| o Director   | THB 30,000 per meeting           |
| 3) Audit Committee Meeting Allowance   |                                  |
| o Chairman of the Audit Committee  | THB 45,000 per meeting           |
| o Audit Committee  | THB 30,000 per meeting           |
| 4) Nomination, Remuneration and Corporate Governance Committee Meeting Allowance |                                  |
| o Chairman of the Nomination, Remuneration and Cooperate Governance Committee    | THB 18,000 per meeting           |
| o Nomination Remuneration and Cooperate Governance Committee                     | THB 12,000 per meeting           |
| 5) Bonus allocation based on yearly operating result                             | Not exceed THB 500,000           |
|  | (Allocated to the Board Members) |

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**Detail of the remuneration of each director over the past year**

The remuneration for the directors approved by the Shareholders meeting is a fair and appropriate remuneration to each director and executive of the Company based on market conditions, business competition, nature of business, operating results, the Company's financial standing as well as responsibilities, duties, and performance of each director.

Directors Name	Remuneration Meeting Allowance 2024								Annual 2024		2024	
	AGM	Board	AC	ID-Non Executives	Comex	Sub-Committee		Sub-Committee		Remuneration	Bonus	Total by Individual
	Meeting (Total of 20 Times)					NR	CG	RM	SD			
	1	5	4	2	4	2		2		240,000	290,000	
1 Mr.Sripop Sarasas	-	225,000	180,000	-	-	-	-	-	-	30,000	18,125	453,125
2 Mr Ben Harrath Faouzi	-	150,000	-	-	-	-	-	-	-	30,000	18,125	198,125
3 Miss Nishita Shah	-	60,000	-	-	-	-	-	-	-	30,000	18,125	108,125
4 Mr. Krishnan Subramanian Aylt	-	150,000	-	-	-	24,000	-	-	-	30,000	18,125	222,125
5 Mr.Geza Perlaki	-	150,000	-	-	-	-	-	-	-	30,000	18,125	198,125
6 Mrs. Ladda Chatchaluay	-	150,000	120,000	-	-	36,000	-	-	-	30,000	18,125	354,125
7 Mr Timothe Arthur Maria Van D	-	120,000	-	-	-	24,000	-	-	-	30,000	18,125	192,125
8 Mrs. Vannee Abakaz	-	150,000	120,000	-	-	24,000	-	-	-	30,000	18,125	342,125
<b>Total annual compensation</b>	-	<b>1,155,000</b>	<b>420,000</b>	-	-	<b>108,000</b>	-	-	-	<b>240,000</b>	<b>145,000</b>	<b>2,068,000</b>

The remuneration of the Board of Directors by individual as below:

Director Remuneration Unit: Baht	2022	2023	2024
Remuneration – Meeting Allowance	1,155,000	1,350,000	1,155,000
Yearly Remuneration	240,000	240,000	240,000
Bonus	-	145,000	145,000
- Year Bonus	-	145,000	145,000
- Bonus consider from the operating result for the year see remark (4)	-	-	-
<b>Total (Baht)</b>	<b>1,395,000</b>	<b>1,735,000</b>	<b>1,540,000</b>
The Audit Committee Remuneration	-	-	-
Remuneration – Meeting Allowance	420,000	420,000	420,000
<b>Total</b>	<b>420,000</b>	<b>420,000</b>	<b>420,000</b>
The Nomination, Remuneration and Corporate Governance Committee Remuneration	54,000	96,000	108,000
<b>Grand Total Baht Per Year</b>	<b>1,869,000</b>	<b>2,251,000</b>	<b>2,068,000</b>

Note (1) In the year 2023, as the company did not distribute dividends, the Board of Directors deemed it appropriate not to consider the payment of bonuses to the directors.

(2) The directors' bonuses, calculated based on the 2023 performance and proposed in the directors' remuneration report year 2023, were approved for payment on February 23, 2024. The bonuses calculated from the 2024 performance have been proposed in the remuneration report for 2024. The total amount paid to the directors has been recorded and completed in 2024, with no pending and outstanding amounts in the accounts.

**Remunerations or benefits pending payment to the board of directors**

Remunerations or benefits pending payment to the board of directors over the past year(Baht) : 0.00

### 8.1.3 Supervision of subsidiaries and associated companies

#### Supervisory of subsidiaries and associated companies

Does the Company have subsidiaries and associated companies : Yes

With a full commitment to comply with good corporate governance, business ethics, applicable laws, regulations, and procedures fully, efficiently and effectively under Company policies, the following mandatory measures are implemented as follows:

- 1) The board of directors is responsible for nominating an individual to propose to the shareholders' meeting of the subsidiary the approval of a director with controlling authority within the subsidiary. This process is formalized through a written resolution of appointment. In the case of smaller subsidiaries, the board may delegate authority to the executive committee to appoint or nominate a suitable candidate. Additionally, the recruitment of high-level executives will be managed by the company's human resources department, which will seek qualified individuals in alignment with the strategic objectives of the organization. In the interim, internal personnel may be assigned to fulfill the responsibilities of the vacant executive position until a suitable candidate is selected through the recruitment process. Furthermore, the company will prepare and disclose a list of individuals with controlling authority within the subsidiary in its annual report each year.
- 2) The board of directors, possessing controlling authority within the subsidiary and appointed by a resolution from the subsidiary's shareholders' meeting, has established the parameters of this authority and defined the approval limits in accordance with the specified internal control processes, which include the preparation of documentation that delineates the approval authority as per established regulations and written procedures. Additionally, a structured performance reporting framework has been organized, requiring management from each relevant department to report to the executives of the company. For instance, the accounting and finance department is obligated to submit reports to senior management, while the human resources department is tasked with reporting to HR management, among other responsibilities.
- 3) Authorized personnel as controlling individuals within subsidiaries must guarantee that the subsidiaries' operations adhere to policies and practices that align closely with those of the parent company. Various policies are tailored to suit the specific structure and business environment, ensuring that resource management within each subsidiary is both adequate and appropriate. The Company mandates that subsidiaries modify their policies to maintain consistency and suitability.
- 4) The internal control systems established within subsidiaries are deemed sufficient and appropriate, exhibiting the necessary rigor to fulfill their responsibilities, including the preparation of various reports to ensure compliance with legal and regulatory standards. Each year, an internal audit firm, sanctioned by the Audit Committee, will be appointed to conduct an annual audit of the subsidiaries' internal control systems.
- 5) An evaluation and implementation of measures to mitigate corruption within the subsidiaries' business chain, along with an annual risk assessment, will be conducted to identify risk management strategies. This includes the disclosure of significant risks associated with the subsidiaries. Financial disclosures regarding the subsidiaries' financial positions, operational results, transactions with related parties, asset acquisitions or disposals, and other significant transactions will be made in accordance with established criteria and reporting thresholds, including capital increases, reductions, and the dissolution of subsidiaries.
- 6) The financial disclosure of subsidiaries adheres to the standards for financial reports. Additionally, there will be ongoing monitoring of the subsidiaries' operational progress to ensure continuous development and improvement.

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The appointed directors and executives in subsidiaries as of 31 December 2024 were as follows:

1) Subsidiary Company	Golden Lime Engineering Company Limited ("GLE")	Position date
As on 31 December The Board of Directors are:	1. Mr. Bernard Jules A Maiter 2. Mr. Krishnan Subramanian Aylur 3. Mr. Geza Emil Perlaki 4. Mr. Ishaan Shah	15 March 2017 15 March 2017 23 February 2018 23 February 2018
Authority of the authorized Directors of the Company	Any two of Directors jointly sign with company seal affixed	
Managing Directors and Project Manager	Mr.Geza Emil Perlaki acting Managing Director on 1 January 2021 and appointed Mr.Wittaya Sratongneam a project manager responsible for sale and distribution of kiln machinery as per the contract of EOD projects.	

2) Subsidiary Company	Thai Marble Corporation Limited ("TMC")	Position date	
Dated 31 December , the Board of Directors are:	1. Mr Geza Emil Perlaki 2. Mr Krishnan Subramanian Aylur 3. Mr Preecha Ruangmas 4. Mr. Ishaan Shah 5. Mr. Keetawit Melanon 6. Mr.Thananon Boonsonthi	13 May 2020 13 May 2020 1 August 2002 29 March 2023 29 March 2023 12 December 2023	
Authority of the authorized Directors of the Company	Any two of Directors jointly sign with company seal affixed		
The Executives Committee are:	1. Mr Geza Emil Perlaki 2. Mr Krishnan Subramanian Aylur 3. Mr Preecha Ruangmas 4. Mr Mungkorn Khajorndech 5. Mr Keetawit Malanon	13 May 2020 13 May 2020 13 May 2020 13 May 2020 13 May 2020	
Executives	1. Mr Preecha Ruangmas	Managing Directors	1 August 2002
Name list:	2. Dr. Manop Saengchamnon	Chief Operation Officer	17 June 2024
	3. Mr Thananon Boonsonthi	Sale and Marketing Manager	11 May 2020
	4. Mrs Lumpong Somsakul	General Administration Manager	4 October 2007
	5. Ms Photjane Phanphet	Accounting and Finance Manager	1 October 2005

The Board has established the Pricing Policy for Subsidiaries and Related Companies to use for connected party transactions including disclosing such information between the Company and Subsidiaries as of the guidelines as follows;

- **Pricing Policy for Subsidiaries and Related Companies in Thailand and the pricing based on the Arm's Length Principle in the market or agreed price as same as the normal trading with other trading partners.**
  - 1) Purchase/sales prices of raw materials, supplies and other items are determined based on the market or agreed price but not lower than the cost of raw materials or supplies with already added 5 percent profit. However, the pricing policy is subject to change depending on the market competition at the time of the transaction.
  - 2) Purchase/sale prices of finished goods are based on agreed prices but not lower than the minimum selling price of the same goods sold to other customers minus 3 percent of discount. However, the pricing policy is subject to change depending on the market competition at the time of the transaction.
  - 3) Consultant fees, both receivable and payable, are charged based on agreed price.
  - 4) Service charges, both receivable and payable, are charged based on agreed price.

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- 5) Transportation costs, both receivable and payable, are charged based on agreed price.
  - 6) Guarantees, both receivable and payable, are charged at the rate of 1.5 percent per annum of the guarantee amount and the duration of the guarantee period.
  - 7) Bank fees or fees from credit facilities approved by financial institutions for both parties, based on the rate that the bank imposes or the terms agreed upon.
  - 8) Fixed asset purchases / sales prices are charged based on agreed rate based on the value of the assets appraised by the independent appraiser.
  - 9) Intercompany loan interest is charged at an average interest rate plus 0.5 percent, based on the cost of loan of the lender.
  - 10) Dividend is recognized as revenue on announcement of dividend, provided has the rights or is entitled to receive it.
- **Pricing Policy for Foreign Subsidiaries and Related companies.**
    - 1) Selling finished goods are determined based on agreed price but not higher than market price.
    - 2) Service charge is based on agreed price but not higher than market price.
    - 3) Dividend income is recognized to have the right to receive after the disclosure the dividend payment.
  - **Necessity and Rationality of Transactions**

The Company and its subsidiaries have a policy to conduct any **related party** transactions in a transparent manner with emphasis on fairness and achieving maximum benefits to the Company and its subsidiaries in the same manner as general practice applied to external parties in accordance with the rules and regulations of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. The **related party** transactions are summarized as follows:

    - 1) **Purchase of Products, Raw Materials and Others**

The purchase of products must be for certain products insufficiently produced or supplied by the Company and its subsidiaries but required by customers which is necessary to supply and deliver to customers in order to maintain the Company's customer base and its subsidiaries. Therefore, the purchase was made with the subsidiary or any related companies. However, there has been a policy to control the purchase of goods in such cases by making purchases at the price according to the policy set and a summary of the details of the purchase of such products will be reported to the Audit Committee and the Board of Directors for consideration quarterly for transparency reason as the connected transactions with subsidiaries and related companies will continue to exist in the future. Therefore, the Board of Directors has established a policy for pricing which is applicable to the pricing of the products sold to the Company and each subsidiary. The said policy will also apply to other related persons or companies, if any, in the future.
    - 2) **Loan Transactions**

For purpose of transparency, the Company and its subsidiaries will use credit lines from financial institutes. However, the Company and its subsidiaries may occasionally borrow from one another when necessary.
    - 3) **Collateral of Transactions**

The collateral for related party transactions must be between the Company and its subsidiaries only.
    - 4) **Consultant Fees**

Consultant fees are charged based on agreed price.
    - 5) **Transportation cost**

Transportation costs are charged based on agreed prices.

## 8.1.4 Corporate Governance Compliance and Follow-up

### Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of interest over the past year : Yes

#### The conflict-of-interest protection

(GRI: 2-15)

A director and an executive will file with the company a report on his interest or a related person's interest in relation to management of the company or the subsidiary for the Company to have information to comply with provisions concerning with the connected transactions, by which conflicts of interest may arise and result in a transfer of interest of the Company and the subsidiary. Furthermore, the director and executive have below fiduciary duties to conduct themselves and make decisions without any direct or indirect interest

1. A director and an executive will file with the company a report on his interest or a related person's interest in relation to management of the company or the subsidiary in accordance with the rules, conditions and procedures as specified in the notification of the Capital Market Supervisory Board. (Section 89/14 of the Securities and Exchange Act stipulates that)
2. A company secretary will submit a copy of report on interest under Section 89/14 to the Chairman and the Chairman of audit committee within seven business days from the date on which the company has received such report. (Section 89/16 of the Securities and Exchange Act)
3. The board of directors is to establish details on the rules, conditions and procedures for reporting the conflict of interest by the director, executive and related person, in order to comply with Section 89/14, and disclose via the website of the Company. (Notification of the Capital Market Supervisory Board No. TorChor. 2/2552)
4. Section 88 of the Public Limited Company Act B.E. 2535 stipulates that a director will notify the company without delay in the following cases:
  - A. having a direct or indirect interest in any contract which is made by the company during an accounting year, and will indicate the nature of the contract, names of the contracting party and interest of the director in the contract (if any);
  - B. holding shares or debentures of the company or an affiliated company and will indicate the total number of shares increasing or decreasing during an accounting year (if any).

The Board of Directors has approved the policy and procedures for related party transactions. Therefore, the transactions with related individual person or juristic person which may have a potential conflict are done transparently and such that the interests of the Company are protected. The policy is summarized as follows:

#### Guidelines for Approval of Related Party Transactions or Transactions with Related Individual or Juristic Person.

Transactions between the Company and any of its directors, executives, or other related persons will be approved by a shareholder's meeting, unless such transactions involve a trade agreement in the manner that an ordinary person will generally make with his contractual party in the same situation with the trade negotiation power that he has from the position of director, executive, or related person, as the case may be, and is a trade agreement that is approved by the Board of Directors or conforms to the principles previously approved by the Board of Directors.

In order to approve the related party transaction between the Company and person who may have a conflict of interest or holding a stake in the Company, the Audit Committee will provide counsel regarding the necessity for the transaction and appropriateness in terms of the price of the transaction, taking into consideration various conditions to ensure the conformity to the ordinary course of business in the industry, and the Audit Committee will compare the price with a third party's price or the market price. If the Audit Committee does not have any expertise to consider the transaction that may occur, the Company will provide persons who have knowledge and expertise, such as an auditor, appraiser, or law firm, which is independent from the Company and the person who may have a conflict of interest to provide

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consultancy on such related party transactions, which will be used to supplement the consideration of the Audit Committee for their proposal to the meeting of the Board of Directors or shareholders, as the case may be; in which case, the director who holds the interest will not have the right to vote on the transaction. In addition, there will be a disclosure of related party transactions in the Notes to Financial Statements that are examined or audited by the Company's auditor. The Board of Directors of the Company will take care of the matter to ensure the conformity to the laws on securities and securities exchanges, regulations, announcements, orders, or the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand and will observe the requirements regarding the disclosure of connected transactions and the acquisition or distribution of major assets of the Company, or its subsidiaries, as well as the accounting principles specified by the Federation of Accounting and Certified Public Accountant of Thailand.

To enter into the transactions with subsidiaries or the connected parties, the pricing policy is on the Arm's Length Principal basis means on a market price basis or on the agreed price as same as with other business partners and the pricing policy is regularly updated and review before approval by the Board. The general related transactions were detailed and disclosed in the report of internal control and connected transactions with connected parties according to the Notification of the Capital Market Supervisory Office No. Tor Chor. 21/2551 Re: Rules on Related Transactions of Listed Company. The company has prepared information in compliance with the criteria and requirements and disclosed it to the Stock Exchange of Thailand strictly.

**Report on interest of directors and executives as of 31 December 2024**

Golden Lime Public Company Limited Report on the interest of directors and executives		SECTION 89/14 (The Securities and Exchange Act.) and SECTION 88 (The Public Company Act.)		
		Conflict of interest	Interest of related person	Description of interest
<b>Director</b>				
1	Mr. Sripop Sarasas Independent Director	[None]	[None]	[None]
2	Mr. Ben Harrath Faouzi Director	[None]	TFL / CRT / CM	Nominated by major shareholder ( the Carmeuse group as an indirect shareholder of CELT)
3	Miss Nishita Shah Director	[None]	-	Nominated by major shareholder; GP director / executives
4	Mr. Krishnan Subramanian Aylur Director	[None]	PEL/PTE	Nominated by major shareholder; GP director / executives
5	Mr. Geza Emil Perlaki Director and Managing Director	[None]	TFL / CRT / CM	Nominated by major shareholder ( the Carmeuse group as an indirect shareholder of CELT) - top executive appointed and designated by the major shareholder.
6	Mrs. Ladda Chatchaluay Independent Director	[None]	[None]	[None]
7	Mr. Timothe Arthur Maria Van Den Bossche Director	[None]	TFL / CRT / CM	Nominated by major shareholder ( the Carmeuse group as an indirect shareholder of CELT)
8	Mrs. Vannee Abakaz Independent Director	[None]	[None]	[None]
Executives : Notification of Capital Market Supervisory Board TorChor 23/2551 Definition of "Executives" : refers to the manager or the first four top-ranking executives after the manager level as well as all other 4th ranking equivalent				
9	Mr. Keetawit Malanon Operation Senior Executive Manager	[None]	[None]	[None]
10	Mr. Somchai Jaturanont Sales, Marketing and Logistic Senior Executive Manager	[None]	[None]	[None]
11	Mrs. Sutharinee Chairatana Human resources Senior Executive Manager	[None]	[None]	[None]
12	Ms. Bunyawhad Thanasomboon	[None]	CELT	Accountant of CELT

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Golden Lime Public Company Limited Report on the interest of directors and executives		SECTION 89/14 (The Securities and Exchange Act.) and SECTION 88 (The Public Company Act.)		
		Conflict of interest	Interest of related person	Description of interest
	Finance and Accounting Senior Executive Manager			
13	Ms Thidarat Sihawanlop Office Administration Senior Manager	[None]	[None]	[None]
14	Ms.Amornpan Suwanrat Financial and Accounting Senior Manager	[None]	[None]	[None]
15	Mr. Tanintorn Nantanapoth Financial & Accounting Manager	[None]	[None]	[None]

## Number of conflicts of interest

	2022	2023	2024
Total number of conflicts of interest (cases)	0	0	0

## Prevention of the use of inside information

## prevention of the use of inside information over the past year

Has the company taken steps to prevent the misuse of insider information for personal gain in the past year? : Yes

## Prevention of Internal Information Usage and Penalty

The Board of Directors has established written guidelines for the preservation and prevention of the use of internal information by prohibiting all directors, executives and employees from using the Company's internal information for their own benefit therefore,

## Establish guidelines to prevent the use of inside information and the penalties as follows;

1. The directors, executives and employees are forbidden from exploitation of inside information that has a significant impact on the Company's securities trading and the change in share price that has not yet been declared to the public for their personal or other's interest.
2. Ensuring the directors and executive officers of the Company including their spouse and minor children report the holding of securities and report the changes in the Company's securities holdings to SEC pursuant to Section 59 and penalty provisions under section 275 of the Securities and Exchange Act B.E.2535 (include the amendment) and send copies of this report to the Company the same day that the reports are submitted to SEC.the Securities transactions of directors and executives, Report on changes in securities trading and prevention of use of inside information.
3. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above and employees in the unit where inside information is available must refrain from the Company's stock trading for one month prior to the date of announcement of operation results and financial statement or important information that have impact on the change in the Company's stock price until such information is declared to the public.
4. The directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above will report ownership of all securities issued by the Company, pertaining to themselves, spouses and/or minor children to the Company Secretary within 30 days after formally assuming the position. Besides, the directors and high-ranking executives will report to the Board of Directors or the delegated person all of their securities trading at least 1 day in advance in order to notify SEC within three business day after transaction date as

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specified by the Securities and Exchange Act. More guidelines in the changes in securities and derivatives holding report

- The Company secretary is to inform all the closed periods in the yearly meeting plan of the Board meeting announced in advance for directors, executives as well as those in the executive positions of accounting or finance unit from the level of manager and above and relevant employees to refrain from the Company's stock trading for one month prior to the date of announcement of operation results and financial statement

Directors, executives and employees who violate the policy of the Internal Information Usage must be disciplined and/or punished by law taking into account the intent of the behavior and the seriousness of the offence considering case by case.

**In the year 2024, the Company adhered to the policy on the use of inside information and did not face any disciplinary action or legal punishment. Additionally, there were no changes in securities holding of directors and executives of the Company during the year.**

No.	Directors and executives required to submit Form 59.	Common Shares (Shares) As on 31 December 2024		
		Direct/ Own	Indirect/ Spouse or Underage Child	Increase (Decrease) during the year
1	Mr. Sripop Sarasas Independent Director	-None-	-None-	-None-
2	Mr. Ben Harrath Faouzi Executive Director	-None-	-None-	-None-
3	Miss Nishita Shah Executive Director	-None-	-None-	-None-
4	Mr. Krishnan Subramanian Aylur Executive Director	-None-	-None-	-None-
5	Mr. Geza Emil Perlaki Managing Director/ Chairman of the Executive Committee	145,600	-None-	-None-
6	Mrs. Ladda Chatchaluy Independent Director	175,000	-None-	-None-
	Mr. Timothe Arthur Maria Van Den Bossche Executive Director	-None-	-None-	-None-
8	Mrs. Vannee Abakaz Independent	25,000-	-None-	-None-
9	Mr. Keetawit Malanon Operation Senior Executive Manager	-None-	-None-	-None-
10	Mr. Somchai Jaturanont Sales, Marketing and Logistic Senior Executive Manager	4,250	-None-	-None-
11	Mrs. Sutharinee Chairatana Human resources Senior Executive Manager	-None-	-None-	-None-
12	Ms. Bunyawhad Thanasomboon Finance and Accounting Senior Executive Manager	-None-	-None-	-None-
13	Ms. Thidarat Sihawanlop Company Secretary and Office Administration Senior Manager	12,506	100	-None-
14	Ms. Amornpan Suwanrat Finance and Accounting Senior Manager	-None-	-None-	-None-
15	Mr. Tanintorn Nantanapoh Finance and Accounting Manager	-None-	-None-	-None-
<b>Total</b>		<b>363,605</b>	<b>100</b>	<b>-None-</b>
<b>As of December 31<sup>st</sup>, 2024, based on 362,393,057 fully paid-up shares</b>		<b>363,706 (0.58%)</b>		

- Remark:**
- Golden Lime Public Company Limited has registered capital of THB 375,000,000, paid-up capital of THB 362,393,057. On 31 December 2024, the Company has total common share of 362,393,057 shares.
  - The information of shareholding may change, if any director, spouse or underage child buys stock after the mentioned date.
  - Directors and executives purchasing Right Offering shares are exempt from Form 59 reporting.

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## Number of the use of inside information

	2022	2023	2024
Total number of the use of inside information (cases)	0	0	0

## Anti-Corruption action

(GRI:205-1)

## Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the past year	: Yes
Form of operations in anti-corruption	: Review of anti-corruption implementation, Participation in anti-corruption projects, Assessment and identification of corruption risk, Communication and training for employees on anti-corruption policy and guidelines, The monitoring of compliance with the anti-corruption policy, Review of the completeness and adequacy of the process by the Audit Committee or auditor

## Anti-Corruption

The Board has designated personnel at all levels to implement anti-corruption measures and encourage current and future Business Partners, alliances and subsidiaries to be involved in anti-corruption practices.

The Company participates the Office of the National Anti-Corruption Commission as a pilot company of the morality and transparency of operations project of private-sector agencies and no complaints are found regarding corruption from stakeholders.

The Company policy aims to comply with the laws and set guidelines to ensure compliance with anti-corruption policies continuously. The Company is committed to supporting and supervise its executive, employees, agents, partners, and contractors to be aware of potential corruption and anti-corruption policies by showing its leadership in being anti-corruption. As the Company is a member of Partnership against Corruption for Thailand (PACT Network), it thus acts within the scope of definitions given by the Company as follows:

*Fraud and corruption* include any act for unlawful advantage and any practice or omission of duty and/or abuse of power, violations of law, ethics, regulations or policy of the Company in order to secure any form of unlawful advantage such as soliciting, receiving, offering, or giving cash or any property including cash, goods or other favors, as well as any other benefits, to government officials or individuals who engaged in doing business with the Company for the benefit of the Company, and include:

*Political contributions* refer to financial aid or otherwise in order to support political activities such as money lending, personnel support, providing goods or services, advertising to promote or support the political parties, buying tickets for raising funds or donating money to an organization with close ties to political parties, and so on. The anti-corruption model with;

## Guidelines for Good Practice

1. The Company encourages employees at all levels to realize and be conscious of the anti-fraud and corruption campaign. It also provides internal control in a bid to prevent corruption and bribery extant in every country in which the Company makes an investment.
2. The Company should create conscience, instill morality and stimulate a positive attitude among the employees requiring them to honestly adhere to the law and regulations.
3. The Company should create an efficient and effective internal control system with audits and appropriate use of power to prevent employees from any involvement in corruption.
4. The Company's directors, executives and employees refrain from any behavior relating to the demand or acceptance of assets or any other benefit or from condoning corruption for themselves or families, friends and

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acquaintance or others which may influence toward misconduct, cause dereliction of duties or cause harm to the Company.

5. The Company's directors, executives and employees refrain from offering assets or any other benefits to external parties with the intent of influencing such parties to engage in misconduct or abandon their duties or to pay a bribe for the benefit of the business.
6. The Company reports its financial statements accurately and transparently.
7. The Company provides communication channels for employees and related parties for whistleblowing, on condition that whistle-blowers will be given complete protection. The Company will also appoint officers to investigate such claims.
8. In order to clarify how the operation is of high corruption risk; the Company stipulates the administrators and all staff members to strictly adhere to the guidelines as follows:
  - 8.1) Political contributions refer to financial aid or otherwise in order to support political activities such as money lending, personnel support, providing goods or services, advertising to promote or support the political parties, buying tickets for raising funds or donating money to an organization with close ties to political parties. However, it does not include the employees who join the activities on their own right; nevertheless, they cannot present themselves as Company representatives or use any Company assets, devices or instruments for political purposes. The Company insists on political neutrality. The Company will never provide a political party, politicians or a party's candidates with financial assistance for the benefit of the Company.
  - 8.2) Charitable contributions, donations and aid grants may result in risk to the Company as such an activity is concerned with payment without obvious profit, used as an excuse to prevent a charitable contribution with concealed purposes. The Company stipulates policy and regulation as follows:  
The Company is determined to provide donations for foundations, including associations, public charity, nursing homes, schools, Red Cross society and temples all of which are registered with the government Revenue Department, and these donations can be used as a tax deduction. It also scrutinizes the donations provided for annual activities organized by either the Company or the temples under the allocated amount in the budget. In the case of an emergency caused by a public hazard or natural disaster, a donation can be made after obtaining approval from the administrators. However, in order to closely monitor and scrutinize the donation, extensive details and photographs must be attached together with the donation proposal.
  - 8.3) Sponsorships are a way to publicize the Company's business reputation which is different from donations for charity. This may be done for the purpose of business, brand or reputation of the Company which is risk because it is a payment for services or benefits that are difficult to measure and track. Sponsorships may be linked to bribery. The Company has established policies and guidelines regarding sponsorship, process to review and control, details as follows:
    - (1) The sponsorships must be examined or proved that activities are truly carried out for social benefit or as an act of corporate social responsibility. In this case, various necessary documents including receipts, project details and logo photo must also be attached.
    - (2) The sponsorships can be calculated, such as a contribution of accommodations and food, which is not related to the benefits for individuals or any agencies except as a decoration of honor traditionally practiced.
    - (3) The sponsorships can be made only if the payee is specifically identified together with the requested document so as to obtain approval from the Company's administration.
  - 8.4) Funding expenses provided to welcome customers and other hospitality expenses.  
The Company realizes how good relations with its business allies can lead to continual achievement. It therefore allows staff members to either give or receive gifts, hospitality or other benefits within conditions specified by the Company as follows:
    - (1) The activities are carried out in line with the sales promotion policy, the trade conditions or the counselling service. It also includes the expenses of travelling, accommodations, food or gifts provided by customers or any expenses provided to welcome the customers, the investors or the shareholders who visit and observe the Company's business management. This includes the gifts occasionally provided on annual festivals.
    - (2) The expense funding is in accordance with related law.
    - (3) The expense funding is for the benefit of the Company and for not the personal benefit of the employees.
    - (4) The expense funding is not a kind of cash gift or equivalent to cash such as gifts or present readily exchangeable for cash.
    - (5) Gifts or hospitality are offered in line with appropriate tradition or festivals.
    - (6) Gifts or hospitality must not be offered, especially during a bidding or procurement.
    - (7) They are openly offered and not contrary to procurement ethics.

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9. Anti-corruption policy covers the personnel management process including personnel selection, the promotion, the training, the working evaluation and bonus. For this reason, superiors in all levels are required to create a right understanding among the employees and urge them to strictly adhere to this policy. They also have to closely monitor implementation of the policy to ensure operations are carried out efficiently.
10. The Company will provide justice and protection for any employee, or others, who provide notification regarding the whereabouts of, or evidence related to corruption in the Company and its group company, including any employees who object to said corruption. They will be given protection under the protection measures as regulated in the whistleblower policy.
11. Those who are involved in fraud and corruption, which are considered as offenses within the regulations of personnel management, are to face disciplinary punishment or legal punishment if the acts prove to be legal offenses.
12. The Company will regularly examine the guidelines and operational measures in order to comply with any legal changes and the business conditions.
13. In order to closely monitor the operations in line with the anti-corruption policy, the Company administration are required to afford an annual self-assessment.
14. The Company requires all staff members, including the Board of Directors, the executives and employees, to strictly adhere to anti-fraud and corruption measures and also urges its business partners to jointly carry out these measures. The co-company or sub-company, if likely to be set up in the future, is also to adhere to this policy.

**Responsibilities and Control**

- The Board of Directors is required to comply with anti-corruption policy and put the policy into practice.
- The Board of Directors has authorized the Managing Director to set up sub-committees. At present, the Managing Director has established sub-committees including a Safety and Health management committee, Energy preservation management committee, Quality management committee, and Management Committee. These committee members are authorized to jointly deliberate different fields of work and assign administrators in each agency to monitor and supervise operations in order to ensure good corporate governance policy.
- The Audit Committee consists of independent directors who are responsible for reviewing the internal control system and giving their opinion about internal control systems, as well as ensuring that the Company complies with related laws.
- The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee will appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
- The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee will appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
- The Internal Audit Coordinator will be responsible for receiving any complaints or claims and coordinate with the internal auditor to review and report to the supervisor or Manager or Audit committee about complaints.

**Procedure of the Assessment of Corruption Risk**

The Company has regulated the risk management system based on business operation in a bid to prevent and suppress corruption or any activities of high risk from corruption likely to occur as a result of the Company's business operation. It also evaluates the risk level including occurrence and impact as well as regulates the anti-corruption measures based on evaluated risk including the achievement evaluation and resources to be used to lessen the risk and follow up on the performance appraisal.

**Guidelines to Monitor Corruption Risk**

The Company has regulated guidelines to monitor, supervise and monitor the risk on fraud and corruption as follows:

1. Procedures, including an internal control system and risk management, which cover important work systems such as the sales and marketing system, procurement, control, budget management, account record and payment. This aims to prevent as well as monitor the risk of fraud and corruption and provide appropriate suggestions for solutions.

([https://www.goldenlime.co.th/images/Sustainability/Corruption\\_Risk\\_Assessment\\_methodology\\_en\\_new.pdf](https://www.goldenlime.co.th/images/Sustainability/Corruption_Risk_Assessment_methodology_en_new.pdf))

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2. To conduct a risk assessment for fraud and corruption in the business supply chain process (CS20220801\_Form) with stakeholders and perform an annual review.
2. Provide a channel of receiving information, evidence, complaint of a legal offense or a violation of the Company's business ethics, as well as guidelines to prevent any involvement in corruption, suspicions on the financial report or the internal control system. The Company is to provide protection for those who submit information or evidence. The information is to be treated as confidential. The Company must exercise disciplinary or legal punishment. Protection will be granted to those who submit evidence or complaint by means of a written statement. Heads of each department are in charge of monitoring the operations and informing the persons in authority.

**Number of cases or issues related to corruption**

	2022	2023	2024
Total number of cases or issues related to corruption (cases)	0	0	0

**Whistleblowing and Complaint-Filling**

(GRI: 2-26)

**Operations related to whistleblowing over the past year**

Has the company implemented whistleblowing procedures : Yes  
over the past year

**Whistleblowing and Complaint-Filling**

To supervise a mechanism for receiving complaints and taking action in the below topics through the complaint channel on the website where people find suspicions or offensive can notify the company through the channels provided

**Whistle-blowing or Complaint-making matters**

- ✓ Found fraud and/or concerns within the Company
- ✓ Meet operations / activities that are not transparent to Shareholders
- ✓ Personal data privacy
- ✓ Code of conduct
- ✓ Human Right
- ✓ Discrimination
- ✓ Sexual harassment
- ✓ Non – sexual harassment
- money laundering
- violations to the laws
- misconduct of employees
- Detecting anomalies in financial statements, insufficient internal control system, various potential risks
- Reputational damage and loss of credibility
- financial damage and damages to infrastructure and assets
- Others

Any of the complaints mentioned above done by personnel can be reported by employees and stakeholders including inaccurate financial reports I, flaws of internal control in order to involve personnel as well as stakeholders in monitoring efficiently.

**Filing a complaint**

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Filing a complaint should back up with as much provable fact or information as to be considered as complete complaint filing for further investigation process taken by the Company. The complete and acceptable complaint shall be composed of;

**Basic facts** mean facts of the situation that may, in fact, be extremely important in getting complaint correctly investigated and resolved. Basic facts should be as accurate as possible in order to establish complaint credibility so basic facts should include:

- Time and date
- Place
- The individual(s) or group(s) involved which may comprise not only those who are responsible for actions, policies of the Company, etc., but also subcontractors or operators involved in the complaint, potential witnesses, and others who may be needed to supply testimony or information.
- Relevant addresses, phone numbers, e-mail addresses, websites, etc.
- The number of incidents, and/or the duration of the problem, if it's ongoing.

Besides, during investigation process, in case a complaint lacks essential information, the Company will seek and request for any of the following forms of additional details.

- Photographs
- Testimony of whistleblowers or other eyewitnesses
- Testimony of people affected by the subject of the complaint
- Legally obtained memos, letters, e-mails, or other documents confirming the substance and details of complaint
- Logs, or audio- or video records of conversations
- The testimony of experts - psychologists, environmental scientists, economists, public officials, etc.

**Others channel by SUTHA**

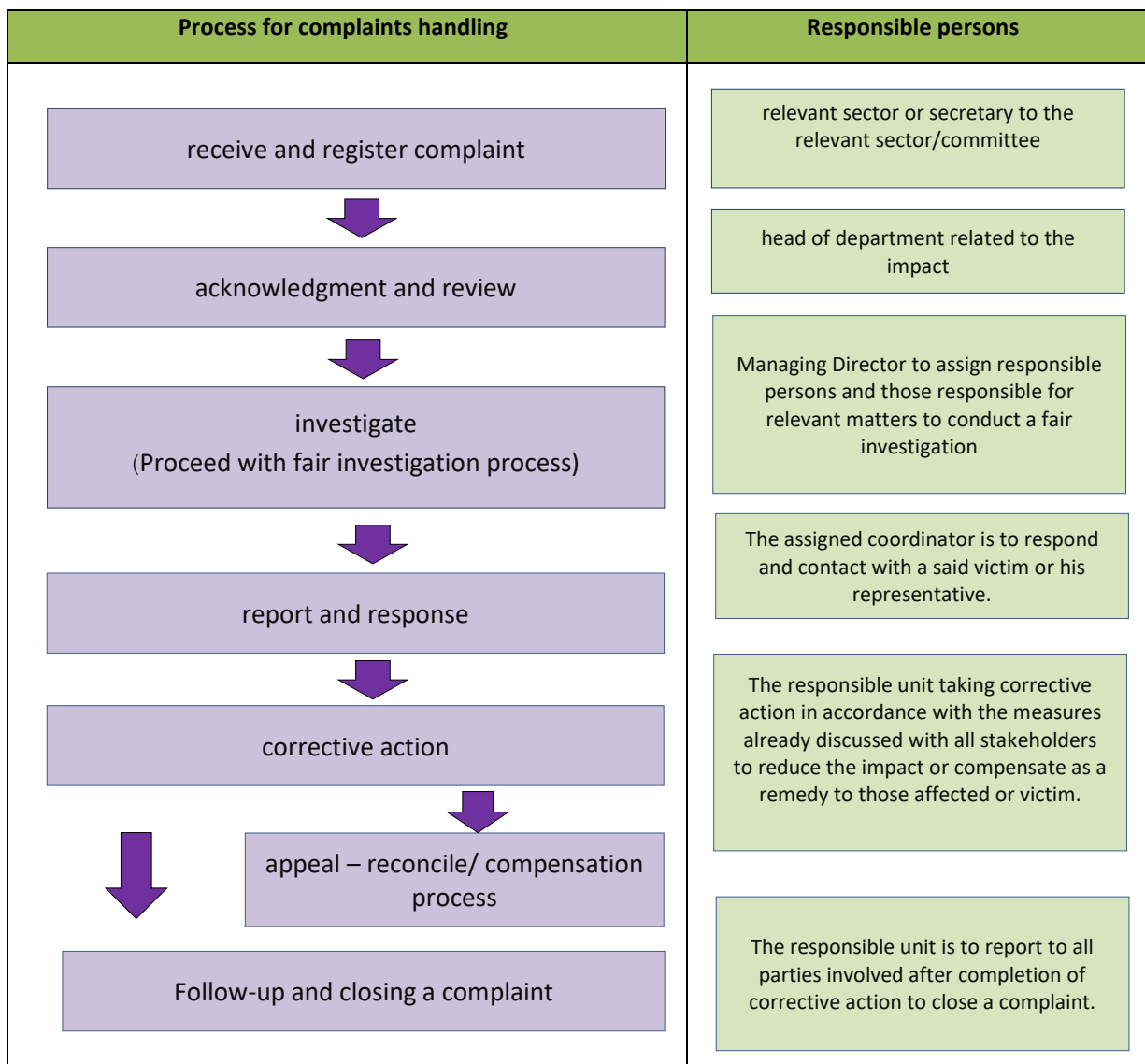
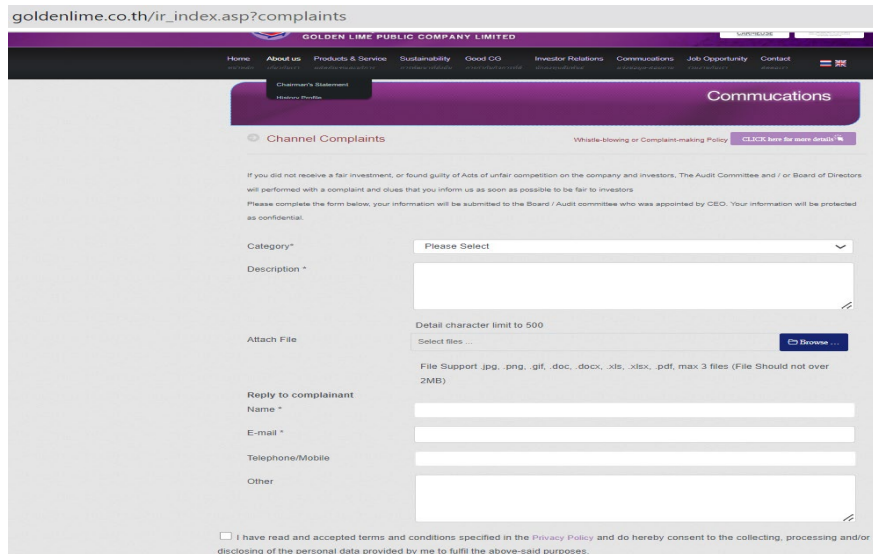


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The website of the Company



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- **Responsibility and follow-ups**

1. Board of Directors is responsible for formulating a policy and supervising anti-corruption process to ensure that the management recognizes and places importance on corporate governance in order to ensure transparency for shareholders and co-investors as well as relevant stakeholders.
2. The Board of Directors, executives and personnel including all stakeholders are required to comply with anti-corruption policies, and put these policies into practice.
3. The Board of Directors has authorized the Managing Director to set up sub-committees. At present, the Managing Director has established sub-committees including a Safety and Health management committee 5S, the sustainability development committee, the environment management committee, the energy preservation management committee, Quality management committee, and Management Committee and working groups to manage various projects by assigning duties to help each other consider various aspects of work to ensure that operations and practices are in line with the good corporate governance policy.
4. The Audit Committee consists of independent directors who are responsible for reviewing internal control system and giving their opinion about internal control system, as well as ensuring that the Company complies with related laws.
5. The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee shall appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
6. The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee shall appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
7. The Internal Audit Coordinator shall be responsible for receiving any complaints or any claims and coordinate with the internal auditor to review and report to the supervisor or Manager or Audit committee about complains.
8. Receipt of Complaints and Whistleblower
  - ✓ Independent website provider receives complaints through the complaints channel on the website by forwarding to [complaint@goldenlime.co.th](mailto:complaint@goldenlime.co.th)
  - ✓ Supervisor / Supervisor in each department that employees trust
  - ✓ Company Secretary or Secretary to the Audit Committee
  - ✓ Coordinator with internal auditors or financial control manager
  - ✓ Human Resources Department
  - ✓ Public relations officer

The follow-up process starts with receiving issues from the responsible unit to notify the chief or supervisors. Then in case the issue is considered a high-risk or high-severity issue, it must be reported in order from the department level, to the Managing Director to the meeting of the executive committee or any relevant committees depending on the impact and severity of the issue. If the issue is considered high or very high risk causing a big impact on outsiders, its impact and damage should be brought into the mitigation plan for implementing correction, mitigation, and remedies, compensation to provide relief to those affected or to have corrective action to get back to normal state or the risk level is reduced to an acceptable level. In the case of a complaint related to fraud or violating the code of conduct, there will be a process to investigate and verify the issue, If true, an employee shall be subject to penalties and reported. If the Company can contact those who address a complaint, the Company should report the complaint treatment status within 30 days. If the complaint closure requires longer days than previously identified, the Company shall report continuously until its closure.

- **Protective Measures for Whistleblowers and Investigative Participants.**

To provide appropriate protection measures for whistleblowers, the following guidelines have been established.

- > The complainant can choose to remain anonymous for safety reasons. On the contrary, the Company can report progress and clarify the facts.
- > A Complaint Recipient shall

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- > Set up a database for the confidential information of whistle-blowers and establish punitive measures against the officers in charge of keeping such a database if the confidential information is leaked.
  - > This database must be made accessible to executives at the level of senior executive management only.
  - > The Committee is determined to provide protection for the administrators or employees who report corruption or who adhere to anti-fraud and anti-corruption policy, which may otherwise result in the loss of business opportunity. It also seeks prevention for the employees from any penalty or position downgrade as a result of strictly adhering to the guidelines.
  - > It falls under the authority of the superiors or supervisors of all those accused to give proper directives to protect whistle-blowers, witnesses, and those who provide evidence to the investigation to keep them out of danger, difficulties, or unfairness due to their making complaints, serving as witnesses, or giving information.
- **Questions or Recommendations**  
Any question or recommendation on corporate governance and anti-corruption policies should be addressed to the Secretary to the Audit Committee and Secretary to the Board of Directors, Telephone Number 0 2 017 7461-3 or Email: [complaint@goldenlime.co.th](mailto:complaint@goldenlime.co.th)
  - **Punitive Measures**
    - a. Those found guilty of serious misconduct will be dismissed from the Company and face legal punishment if they are found to be guilty of legal misconduct. Those found guilty of minor offences will face score reduction or a suspension from duties without any wages. They will also face a score reduction for job evaluation as well as the restriction from promotion and the restructure of income rate.
    - b. The superiors are to reprimand those found in violation of the Company's ethics including by score reduction for job evaluation, restriction from promotion or the restructure of income rate.
    - c. Those found in violation of the Company's regulation will receive a written reprimand from the Human Resources Department including score reduction for job evaluation, restriction from promotion or the restructure of income rate.
    - d. In case the offenders are the high-ranking administrators or on a Company committee, findings of the investigation must be forwarded to the Board of Directors in order to determine the penalty. The penalty will be based on legal considerations and good corporate governance.

GRI : 2-27)

**Number of cases from whistleblowing**

	2022	2023	2024
Total number of cases through whistleblowing channels (cases)	0	0	0

**8.2 The Audit Committee’s Performance Report in the previous year**

**The Audit Committee’s Performance Report Year 2024**

The Audit Committee consisting of 3 Independent Directors, during the year 2024, attended all 4 times the Audit Committee Meeting with the Audit committee members, Managing Directors, Management of Financing and Accounting, Company Secretary and Assistant to company secretary and auditors. In each meeting, a complete quorum of the audit committee was present. The Audit Committee member list name was below:



Name List	Position	Meeting Attendance of the AC’s meeting (times) Year 2024
1. Mr. Sripop Sarasas	Chairman of the Audit Committee	4/4
2. Mrs. Ladda Chatchaluay	Audit Committee	4/4
3. Mrs. Vannee Abakaz	Audit Committee	4/4
Average of % of the proportion of the attendance		100%

Ms. Thidarat Sihawanlop – Secretary to Audit Committee

All three independent directors were qualified with their knowledge and experience to serve as the Audit Committee, Mrs. Ladda Chatchaluay possesses sufficient knowledge and experience to review the credibility of financial statements according to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Audit Committee has performed all duties assigned by the Board of Directors, as indicated in the Audit Committee Charter, which completely aligns with the SEC and the SET requirements. These include the review of financial reports, internal control and internal audit and risk assessments, the review of connected party transactions and the review of compliance with Securities and Exchange Laws, the regulations of the SET and other relevant regulations or laws including regularly review the Audit Committee Charter for all updates and appropriateness.

Auditors and accounting executives were invited to attend a meeting to discuss the accuracy of the financial statements. Following this, internal control auditors were invited to attend to discuss the agenda regarding internal control audit. The Company secretary acted as the secretary to the audit and ensured that each member of the audit committee received complete and timely information. The meeting agendas, supporting documents, and invitations were sent to the members at least 7 days or not less than 5 business days before the meeting date. In case of any updates, the attendees were informed via email, so they could study and consider the updates before giving feedback and voting.

**The performance summary report of the Audit Committee in the previous year:**

- 1. Review of Financial Statement:** The Audit Committee co-reviewed the quarter and annual financial statements of 2024 with the Financial and Accounting Manager involving the executives from various functions; operations, sales and marketing and logistics who collectively addressed the feedback provided by the auditors and the management team to ensure that the Company reports be accurate and complete financial statements that are credible, compliant with generally accepted accounting principles, and contain adequate and timely disclosure

of information for the benefit of investors and other users of the statement. The external auditor agreed with the Audit Committee that the financial statements were found credible and compliant with generally accepted accounting principles. The Company's financial statements for the year 2024 have been approved and certified unconditionally by the auditor with none of the remarks made to the financial statements.

## 2. Review of Internal Control, Internal Audit and Risk Assessment

According to the resolution of the Audit Committee Meeting No. 2/2024 on May 9, 2024, whereby the Audit Committee selected the auditor from the Carmeuse Group to conduct internal control system audit for the year 2024, the audit covers several key areas: Plant Management (site security, loadout, scales, housekeeping), Health & Safety (PPE, training, insurance, incidents, traffic, risks, emergency plans), Finance & Fixed Assets (controls, asset review, construction projects), Quality (loading/unloading, lab compliance, customer complaints), Procurement/Purchasing contract (subcontractors, approval processes, urgent purchases), Inventory Management (warehouse, inventory testing, fuel/consumables), Environment & License to Operate (permits, renewal, fines), Production (quarry management, spare parts, maintenance), Human Resources (training, attendance, expenses, employee verification), IT (backup, system access), and Commercial Agreements (contracts, approval processes, customer data). Each area ensures compliance, efficiency, and safety across operations. The internal control system auditors reported the internal controls system audit to the Audit Committee meeting No.4 held on November 8<sup>th</sup>, 2024. Recommendations include updating the travel and expense policy, implementing monthly petty cash reconciliations, and ensuring HR compliance training.

The Audit Committee has also resolved to approve Multiplus Audit and Consulting Co., Ltd., which ever conducted the internal control system audit of Thai Marble Co., Ltd. in 2020, to perform an audit of the internal control system for Thai Marble Co., Ltd. in 2024. The audit is scheduled to take place from September 2024 to December 2024, with the findings to be reported in February 2025.

- 3. Compliance with Securities and Exchange Laws, SET Requirements, and Relevant Laws:** The Audit Committee reviewed and supervised strict compliance with Securities and Exchange laws, Securities and Exchange Commission regulations, SET requirements, and relevant laws, as well as provided advice in respect to the Principles of Good Corporate Governance in order to ensure adequate and appropriate operation.
- 4. Consideration to Appointments of Auditors in 2024:** The Audit Committee considered the selection of appropriate auditors from ANS Audit Company Limited to be the auditor to the Company and its subsidiaries by considering the amount of work and independence as well as the remuneration, and expressed their opinions that ANS Audit Company Limited has offered reasonably appropriate audit fees justified with their experience, quality of their audit, consultancy and recommendations they provided as well as their period to complete financial statements found as planned, the audit committee agreed to be proposing to the Board of Directors an appointment of 4 auditors. A list of the names of the Auditors is as follows:

Name of Auditors	Certified Public Accountant No.	Auditing years for the Company during the past 7 years	
○ Mr. Sathien Vongsnan	3495	( 3 years : the year 2019-2021)	and/or
○ Mr. Atipong Atipongsalul	3500	-	and/or
○ Ms. Panita Chotesaengmaneeekul	9575	-	and/or
○ Ms. Wanpen Sakpibunrat	11015	( 2 years : the year 2023-2024)	

The appointed auditors maintain no relationships or conflicts of interest with the Company, its subsidiaries, management, significant shareholders, or any associated individuals of these entities. The proposal from the ANS regarding its audit fees for the year 2024 is under herewith.

The Audit Committee also proposed total audit fees of Golden Lime Public Company Limited on a stand-alone basis (excluding any audit of consolidated financial statements) amounting to THB

1,490,000 (One Million Four hundred and ninety thousand Baht). Total audit fees (Golden Lime Public Company Limited and its subsidiary companies) totaling THB 2,070,000 (Two Million Seventy Thousand Baht). The Board of Directors is to supervise to ensure complete financial statements of the Company and its subsidiaries in a timely manner.

The audit fees above include compensation for auditing the annual financial statements, quarterly financial statements and for reviewing the reporting package according to the group audit instruction. Other expenses, such as travel expenses and document expenses, are to be invoiced as incurred.

If any issues arise with the auditors on the proposed list that hinder their ability to fulfill their responsibilities for the upcoming year, the auditing firm may seek alternative auditors it considers suitable. These new auditors must meet the necessary qualifications and will be proposed to the company to serve in place of the original auditors, contingent upon the audit fee being presented to and approved by the shareholders' meeting. The company will provide this information to the shareholders at the subsequent shareholder's meeting.

5. **Review of related transactions or any transaction that may lead to a conflict of interest:** The Audit Committee reviewed the disclosure of related transactions of the Company that may cause a conflict of interest according to the announcements of the SEC and the SET. The results showed that the Company had conducted its business with fairness, and validity for the Company's advantage without a conflict of interest. Also, the Company provided adequate disclosure of information by adhering to the Principles of Good Corporate Governance in compliance with the announcements of the SET. The Chairman of the Audit Committee is to be notified of any updates regarding the report on the interests of the directors and executives, which will be prepared by the Company Secretary. This notification will include a summary of the interests report as well as details concerning any changes in the securities holdings of the directors and executives for the year.
6. **Review of the Audit Committee Charter:** The information pertaining to the delivery schedule of the meeting invitation has been modified to comply with the revised Public Company Act.

#### Meeting of Audit Committee with none of the Company executives attending for Y2024

The Audit Committee Meetings were held on 9 May 2024 and 9 August 2024 where the Audit Committee directors in a number of 3 are as well the independent directors attending the Meeting without executives, as per below:

Name List	Position	Meeting Attendance (times)
1. Mr. Sripop Sarasas	Chairman of the Audit Committee	2/2
2. Mrs. Ladda Chatchaluay	Audit Committee	2/2
3. Mrs. Vannee Abakaz	Audit Committee	2/2
% of the attendance		100%

The meeting yielded a range of perspectives and suggestions drawing on the Audit Committee's professional experiences, offering valuable guidelines that can be utilized in areas such as accounting management, internal control, asset management, and the oversight of average cost recording as well as the management of stagnant or slow-moving inventory.

**Summary of the results of duty performance of subcommittees**

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(GRI:2-18)

**8.3 Performance Summary Report of the Sub-Committees**

**8.3.1 The Executive Committee’s Report**

As of December 31st, 2024, the Executive Committee is now composed of five executive directors, including the newly appointed members.



<i>Name List</i>	<i>Position</i>	<i>Meeting Attendance (times)</i>
1. Mr. Geza Emil Perlaki	Chairman of the Executive Committee	4/4
2. Ms. Nishita Shah	Executive Director	0/4 <sup>(Note/1)</sup>
3. Mr. Krishnan Subramanian Aylur	Executive Director	4/4
4. Mr. Timothe Arthur Maria Van Den Bossche	Executive Director	3/4
5. Mr. Ben Harrath Faouzi	Executive Director	4/4
<b>% of the attendance</b>		<b>75 %</b>

Miss Panchalee Sombutrasarn – Secretary to Executive Committee

Note:

(1) During the year, there was a director residing in the United States and, with time constraints/different time zones, it was inconvenient for him/her to attend. However, the group of shareholders who nominated the director assigned personnel to attend the meeting to acknowledge the meeting in all agenda whereby the director was able to acknowledge and express opinions through internal communication medium and all information was sent to the director via email.

The Executive Committee was scheduled to meet to discuss key investment initiatives and other topics for review and voting before the Board of Directors' meeting. Management from each department was expected to provide updates on operational outcomes. Major shareholders were also invited to share their insights and feedback. The Executive Committee fulfilled its responsibilities in accordance with the Executive Board charter.

- 1) To consider and prepare policies, directions, business strategies, work plans, financial targets, annual budgets, and the scope of power to manage businesses of the Company and its subsidiaries in conjunction with the executive to propose the matters to the Board of Directors for approval.
  - In the past year, policies, business strategies, work plans, financial targets, and annual budgets including revising policies and strategic plans to cope with changing situations and ESG projects, such as renewable energy initiatives.
- 1) To monitor and supervise the business operations of the Company and its subsidiaries to follow the policies, directions and business strategies, work plans, financial targets and annual budgets approved by the Board of Directors and to be efficient and contribute to the nature of business, and to advise senior executives on management matters.
- 3) Considered and reviewed planning for various investment projects

**Summary of the results of duty performance of  
subcommittees**

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- 4) Approved investment expenditures as per the annual budget assigned or approved by the Board Directors
- 5) Follow up on the operating results and progress of the investment projects of each business, and report the results using financial reports, investment project reports, sales, marketing, and logistics operation reports, subsidiary operation report, inventory reports including issues or limitations, and provide guidelines on improvement to our Board of Directors
- 6) Provide constructive comments on financial, marketing, and operational strategies and other administrative aspects by means of detailed reports to the Board of Directors, including recommendations for improvements.
- 7) To perform to promote and protect the Company's interest and perform any other duties assigned by Board of Directors including taking part in considering various matters relating to the Company and its subsidiaries to monitor threats of obstacles that may affect business operations to tackle such problems for the Company and its subsidiaries business continuity.
  - In 2024, core management in key areas such as Human Resources, Production, and Finance were nominated and appointed to participate in the Risk Management Committee and the Sustainability Development Committee to enhance risk management by identifying and mitigating potential risks across various business operations and developing comprehensive strategies to ensure business continuity and resilience. Additionally, it promotes sustainability by integrating sustainable practices into business operations and driving initiatives focused on environmental, social, and governance (ESG) goals, such as renewable energy projects and resource efficiency. The management inclusion also fosters collaboration by encouraging cross-functional teamwork to address complex challenges and leveraging diverse expertise to develop innovative solutions for risk management and sustainability. Furthermore, it supports strategic goals by aligning risk management and sustainability efforts with the company's strategic objectives, ensuring that all initiatives contribute to long-term business success and stakeholder value.

**8.3.2 The Nomination Remuneration and Corporate Governance Committee’s Report**

▪ **The Nomination Remuneration Committee’s Report**

The Nomination and Remuneration Committee (NRC) comprised of 4 members; 2 independent directors and a non-executive director and an executives director. In 2024, there was 2 NRC Meeting, a quorum of the NRC was completed as per below;

The Nomination and Remuneration Committee (NRC) comprised of 4 members as follows:



**1 Mrs.Ladda Chatchaluay**  
 Independent Director,  
 Chairman of the Nomination  
 Remuneration and  
 Corporate Governance  
 Director



**2 Mr. Timothe Arthur  
 Maria Van Den Bossche**  
 Nomination Remuneration  
 and Corporate Governance  
 Director



**3 Mr. Krishnan  
 Subramanian Aylur**  
 Nomination Remuneration  
 and Corporate Governance  
 Director



**4 Mrs.Vannee Abakaz**  
 Independent Director,  
 Nomination Remuneration  
 and Corporate Governance  
 Director

Name List		Position
1. Mrs. Ladda Chatchaluay	Independent directors	Chairman of NR_CG Committee
2. Mr. Timothe Arthur Maria Van Den Bossche	Director	NR_CG Director
3. Mr. Krishnan Subramanian Aylur	Director	NR_CG Director
4. Mrs. Vannee Abakaz	Independent directors	NR_CG Director

Ms. Thidarat Sihawanlop and Ms. Panchalee Sombutrasan acting as secretaries of the Nomination Remuneration and Corporate Governance committee to support the data preparations for the performance of the committee.

The Nomination and Remuneration Committee performed its duties in accordance with the Nomination and Remuneration Committee Charter by participating in and considering various information through e-mail communication channels including meetings by performing duties and responsibilities as follows:

- 1) Ensure the Board of Directors’ structure, size and composition appropriate and relevant to the Company business operation and changing business environment.
- 2) Review criterion for the nomination of the Company’s director to screen the right candidate with a transparent nomination process to propose to the shareholder meeting for approval of appointment.

The Company also granted the minority shareholders the right to propose nominated directors by notifying the schedule identifying open period during October 16 – December 27, 2024, via the information dissemination system of the Stock Exchange of Thailand as well as the Company's website. After the said time, there was no minority shareholder nominating a person as the nominated director.

The Nomination and Remuneration Committee therefore considered the following persons to be appointed as directors:

For 2024, the criteria for considering the retirement of directors by rotation involve selecting one-third of the longest-serving directors. Two new directors were appointed to replace those who completed their terms and resigned. The

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nominations for both new directors have been presented to the Nomination and Remuneration Committee and have received approval for submission to the Annual General Meeting of Shareholders in 2024, which include:

Name of Directors	Director office taken	Independent Director/Audit Committee	Executive Committee member	NR_CG member	RM_SD member
1. Mr. Ben Harrath Faouzi	6 months	-	6 months	-	-
2. Mr. Timothe Arthur Maria Van Den Bossche	6 months	-	6 months	6 months	-
3. Mrs. Ladda Chatchaluay	7 Years	7 Years	7 Years	6 Years	-

The nominated director above is an independent director, namely Mrs. Ladda Chatchaluay who is fully qualified according to qualifications or prohibitions of the director following the Limited Public Company Act., Laws of securities and securities exchange, and Announcement of the Capital Market Supervisory Board as well as related announcement. Also, the Company's Board of Directors will consider and select the Independent Director from the expertise, considering the working experiences and other suitability requirements. The qualifications of the independent director will conform to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, dated 15 December B.E. 2551 (including its amendment).

- 3) Screen and select a qualified candidate with a transparent process for the position of Managing Director to propose to the Board for approval and appointment. (No change during 2024)
- 4) Develop succession plan for the Managing Director position and regularly review the plan and its progress.
- 5) Design a fair and sensible remuneration plan and related criteria for the Company's directors, members of each committee and the Company's Managing Director by considering referenced information of compensation in other companies in the same or similar industries; propose such remuneration plan for directors and committee members to the Board for endorsement before proposing to the Shareholder meeting for approval.
- 6) Evaluate the performance of the Company's Managing Director in order to view and comment on the remuneration package to determine remuneration and benefits to employees and the management.
- 7) Reviewing the Nomination and Remuneration Committee Charter for 2024 includes adjusting the timeframe for sending meeting invitations to comply with the revised schedule as per the Public Company Act.
- 8) Perform other duties assigned by the Board of Directors.

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**▪ The Corporate Governance Committee’s Report**

The Corporate Governance Committee (CGC) is comprised of 4 members; 2 independent directors and a non-executive director and an executive director. In 2024, there was 2 CGC Meeting, a quorum of the CGC was completed as per below;

Name List		Position	Meeting Attendance (times)
1. Mrs Ladda Chatchaluay	Independent directors	Chairman of NR_CG Committee	2/2
2. Mr. Timothe Arthur Maria Van Den Bossche	Director	NR_CG Director	2/2
3. Mr. Krishnan Subramanian Aylur	Director	NR_CG Director	2/2
4. Mrs. Vannee Abakaz	Independent directors	NR_CG Director	2/2
% of the attendance			100 %

The Corporate Governance Committee performed its duties in accordance with the Corporate Governance Committee Charter by attending and considering various information through e-mail communication channels including meetings with the following responsibilities;

- 1) Consider and specify the policies/guidelines relating to good corporate governance, morale and business ethics as well as the policies and guidelines relating to sustainable business and presentation thereof to the Board of Directors including the review of the charter of the Board of Directors and sub-committees successfully revised/edited/added to propose to the Board of Directors' meeting for approval.
- 2) Supervise, advise, review, and evaluate the policies and guidelines for good corporate governance, morale, and business ethics including the guidelines relating to the implementation of sustainable business development, social responsibility, and environmental concerns with regular reviews to ensure practical and compliant with up-to-date standards and the Company's business operations. The Corporate Governance Committee has directed and followed up to review and improve to ensure compliance with rules, and regulations based on the corporate governance evaluation criterion, and its annual results.
- 3) Reviewing the appropriateness of the Corporate Governance Committee Charter for 2024 includes adjusting the timeframe for sending meeting invitations to comply with the revised schedule as per the Public Company.
- 4) Perform other duties assigned by the Board of Directors.

The Governance Committee has executed its responsibilities as outlined in the charter by establishing framework for effective corporate governance, which encompasses sustainability development. The policies developed and assessed throughout 2024 were submitted to the Board of Directors for review, with the Corporate Governance Committee actively involved in the review process as detailed below:

2024 Policies reviewed/established are:						
No	Policy, Manuals	Date	Revision	Achieved	Version	Board resolution
1	The Board Charter	4/4/2024	Rev.5	revised	TH/EN	2/2024 (04.04.2024)
	Executive Committee Charter	4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
	Audit Committee Charter	4/4/2024	Rev.3	revised	TH/EN	2/2024 (04.04.2024)
	Nomination and Remuneration Committee Charter	4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)

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2024 Policies reviewed/established are:						
No	Policy, Manuals	Date	Revision	Achieved	Version	Board resolution
	Corporate Governance Committee Charter	4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
	Risk Management Committee Charter	4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
	Sustainable Development Committee Charter	4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
	-Change the document submission deadline from 7 days to 3 days as per the Public Limited Companies Act. -Update the Board Charter details to match the revised Company's Articles of Association, as amended by the AGM resolution on April 4, 2024.					
2	Financial Policy -Add the process for forecasting weekly, monthly, and annual cash flows	26/12/2023 4/4/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
3	Human Resource Management Policy -Revise the criteria for middle management and the contribution rates to the provident fund	4/4/2024	Rev.2	revised	TH/EN	2/2024 (04.04.2024)
4	Tax Policy -Amend the term 'local maintenance tax' to 'land and building tax' and add guidelines to prevent tax evasion	4/04/2024	Rev.1	revised	TH/EN	2/2024 (04.04.2024)
5	Business Continuity and Crisis Management Policy -Respond to risk management standards according to the SET ESG Rating criteria	22/4/2024 9/5/2024	CS20240401 New	New	TH/EN	3/2024 (9/5/2024)
6	Risk Management Policy -Expand the scope of risk management to sustainability risk frameworks	8/8/2024 (RM&SD2/2024) 8/11/2024 (BOD 5/2024)	Rev.2	revised	TH/EN	4/2024 (9.8.2024)
7	Risk Management Committee Charter -Expand the scope of duties to align with the roles and responsibilities of the Risk Management Committee as outlined in the risk management policy	8/8/2024 (RM&SD1/2024)	Rev.2	revised	TH/EN	5/2024 (8/11/2024)
8	Sustainable Development Committee Charter -Add the scope of duties within the sustainability framework overseen by the Risk Management Committee to ensure consistency between implemented duties and its charter	8/8/2024 (RM&SD1/2024)	Rev.2	revised	TH/EN	5/2024 (8/11/2024)
9	SUTHA's Biodiversity Policy and Statement -Prepare documentation and guidelines to align with international biodiversity standards, GRI Biodiversity 2024 framework, for ESG evaluations by FTSE Russell	3/9/2024	CS20230902_E6_PM	New	TH/EN	5/2024 (8.11.2024)
10	Sustainability Development and Environment Social Responsibility Policy (ESG policy) -Expand asset management scope to reduce losses, eliminate waste, and prevent cost-related issues) -Enhance frameworks and guidelines for pollution control, air quality management, and environmental control, aligning with FTSE Russell's sustainability assessment criteria in the environmental dimension.	8/11/2024 RM&SD 1/2025	Rev.1	revised	TH/EN	5/2024 (8.11.2024) 1/2025 (21/2/2025)

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2024 Policies reviewed/established are:						
No	Policy, Manuals	Date	Revision	Achieved	Version	Board resolution
11	<b>Human Right Policy</b> - Expand human rights framework with partners. - Detail support for youth (interns) with guidelines to prevent child labor law violations and promote educational opportunities. - Provide guidelines for foreign/migrant labor. - Outline safety practices covering partners, society, and community, and partner development. - Detail product responsibility, including pollution control, compliance with industrial regulations, and mitigating community complaints.	21/2/2025	Rev.2	revised	TH/EN	1/2025 (21/2/2025)
12	<b>Human Rights Assessment Checklist</b> -Establish systematic methods aligned with human rights management processes - Supports the disclosure framework of the eOne Report Data Platform and SET ESG Rating.	21/2/2025	Rev.1	revised	TH/EN	1/2025 (21/2/2025)
13	<b>Corporate governance compliance policy</b> -Support the eOne Report disclosure -Ensure framework aligns with internal controls and corporate governance	21/2/2025	CS20241202	NEW	TH	1/2025 (21/2/2025)
14	<b>Production Policy</b> -For acknowledgment -Respond to the eOne Report Data	21/2/2025	eOne Report 2024	NEW	TH/EN	1/2025 (21/2/2025)
15	<b>Procurement Policy</b> -For acknowledgment - Respond to the eOne Report Data -Add brief structure of PO/RO issue for assessment	21/2/2025	eOne Report 2024	NEW	TH/EN	1/2025 (21/02/2025)
16	<b>ESG, Sustainability development and Business Ethics Manual</b> Updated the adjustment and new policies for communication to Employees and Stakeholder	21/2/2025	Rev.6	Revised		1/2025 (21/02/2025)

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**8.3.3 The Risk Management and Sustainable Development Committee’s Report**

To ensure that the committee’s responsibilities, as outlined in its charter, are managed efficiently and in alignment with its objectives. The Risk Management and Sustainable Development Committee’s meeting concluded that it would be appropriate to propose the appointment of additional members to the sub-committee to enhance its effectiveness and support the assigned tasks and business operations as mandated by the committee.

The RM&SD committee meeting on August 8, 2024, a resolution was passed to propose the appointment of committee members, coordinators, and secretaries for the Risk Management and Sustainability Development Committee. The meeting also included the revision of the Risk Management Committee Charter and the Sustainability Development Committee Charter. The proposed appointees for members, coordinators, and secretaries are as follows:

**The existing members of the RM&SD Committee**

- |    |                        |   |          |
|----|------------------------|---|----------|
| 1. | Mr. Geza Emil Perlaki  | Directors, Managing Directors               | Chairman |
| 2. | Mr. Keetawit Malanon   | Deputy Managing Director-operations         | Member   |
| 3. | Mr. Somchai Jaturanont | Sales marketing Logistics senior executives | Member   |

**The appointment of additional members includes:**

- |    |                            |  |        |
|----|----------------------------|--|--------|
| 4. | Mrs. Sutharinee Chairatana | HR senior Executives   | Member |
| 5. | Ms. Bunyawhad Thanasomboon | Finance & Accounting<br>Control and Analysis Manager <sup>(/*)</sup> | Member |
| 6. | Mr. Sorawee Ruengtup       | Manufacturing Senior Manager   | Member |



Ms. Thidarat Sihawanlop and Ms. Panchalee Sombutrasarn serve as coordinators and secretaries, supporting data preparation.

At the Board of Directors meeting No. 4/2567 on November 8, 2024, a resolution was passed approving the appointment of members to the Risk Management and Sustainability Development Committee as proposed.

**The Risk Management and Sustainable Development Committee and current member**

					
<b>1</b> Mr. Geza Emil Perlaki Managing Director Chairman of Risk Management & SD Committee	<b>2</b> Mr. Keetawit Melanon Deputy Managing Director Risk Management & SD Committee Member	<b>3</b> Mr. Somchai Jaturanont Senior Executive Manager Sales Marketing and Logistic Risk Management & SD Committee Member	<b>4</b> Mrs. Sutharinee Chairatana Senior Executive Manager Human Resources Risk Management & SD Committee Member	<b>5</b> Ms. Bunyawhad Thanasomboon Senior Executive Manager Finance and Accounting Risk Management & SD Committee Member	<b>6</b> Mr. Sorawee Ruengtup Manufacturing Senior Manager Risk Management & SD Committee Member

**Coordinators, and secretaries to the Risk Management and Sustainability Development Committee**

	
Ms Thidarat Sihawanlop Senior Manager Office Administration & Company Secretary	Miss Panchalee Sombutrasarn Executives Secretary & Assistant to Company Secretary

▪ **The Risk Management Committee’s Report**

The Risk Management Committee consists of one director serving as the Chairman of the Risk Management Committee, five members appointed from senior executives and management levels, and a support team including two coordinators and secretaries as follows:

Name List	Position	Meeting Attendance (times)
1. Mr. Geza Emil Perlaki Directors, Managing Directors	Chairman of RM committee	2/2
2. Mr. Keetawit Malanon Deputy Managing Director in operation	Member of RM committee	2/2
3. Mr. Somchai Jaturanont Sales marketing Logistics senior executives	Member of RM committee	2/2
4. Mrs. Sutharinee Chairatana HR senior Executives	Member of RM committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
5. Ms. Bunyawhad Thanasomboon Finance & Accounting senior executives <u>Note (*)</u> As of the date of nomination, the individual occupied the role of Financial & Accounting Control and Analysis Manager. Her position was later changed to Senior Executive of Accounting and Finance, with an effective date of October 1, 2024.	Member of RM committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
6. Mr. Sorawee Ruentup Manufacturing Senior Manager	Member of RM committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
<b>% of the attendance</b>		<b>100%</b>

Ms. Thidarat Sihawanlop and Ms. Panchalee Sombutrasarn act as coordinators and secretaries to support data preparation.

To align with the sustainability framework, the Risk Management Committee reviewed and adjusted its scope of responsibilities.

**SCOPE, AUTHORITY AND RESPONSIBILITY OF the Risk Management Committee**

1. Establish and review the risk Management policy and the guidelines to manage the Company’s business crises.
2. Drive all risk management implementation practices; risk assessment, risk treatment, identifying emerging risks.
3. Determine Risk Appetite aligned with corporate strategy and value.

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4. Supervise and support the implementation of enterprise risk management to be in line with the sustainability business strategy, internal controls, ESG risks including the crises and changes that may affect the business operations.
5. Suggest and follow-up to evaluate the potential risk management including the guidelines or the measure of prevention, control or mitigation (Mitigation Plan) for the development of risk management system continuously.
6. Supervise to assign the Management to implement the ESG sustainability risk and enterprise risk management plan to minimize the impact including follow-up, review to ensure sufficient and appropriate organizational risk management plan.
7. Support and develop the risk management to cover all levels both internal and external as well as to build relationships with relevant Stakeholders to jointly to reduce risks that may affect the business.
8. In the case of any significant strategic risks, financial risks, ESG sustainability risks, operational risks, the Risk Committee shall report to the Board of Directors and the management. For example, if there is an urgent matter it can be reported via email.
9. Perform other duties assigned by the Board of Directors.

**Risk management culture:** Establishing a risk management culture throughout the organization to integrate risk management into all processes.

<p><b>SUTHA’s Enterprise Risk Management Culture</b></p> <p>The executive team and board establish corporate governance and promote risk and crisis management across all departments. Leaders collaborate to identify, assess, and manage significant risks, prioritizing key issues and maintaining clear communication. Effective coordination enhances understanding and encourages systematic practices, fostering a culture focused on risk management.</p>	<p>The Risk Management Committee has established a timeline for the 2024 annual risk management report as outlined below.</p> <ul style="list-style-type: none"> <li>- Review the risk assessment form using the 2023 data and update it to assess risks for 2024.</li> <li>- Preparing the risk management report for 2024.</li> <li>- Distribute the draft of Risk management report 2024 to the Board on 8 November 2024.</li> <li>- Prepare a summary draft for the risk management disclosure in accordance with the 56-1 One Report in the 56-1 report, version 1, on February 21, 2025.</li> </ul>
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▪ **The Sustainability Development Committee ’s Report**

The Sustainability Development Committee is composed of a chairman, along with five members selected from the ranks of executives and senior management. Additionally, there are two operational teams designed to provide coordination and secretarial support, as detailed below.

Name List	Position	Meeting Attendance (times)
1. Mr. Geza Emil Perlaki Directors, Managing Directors	Chairman of SD committee	2/2
2. Mr. Keetawit Malanon Deputy Managing Director in operation	Member of SD committee	2/2
3. Mr. Somchai Jaturanont Sales marketing Logistics senior executives	Member of SD committee	2/2

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Name List	Position	Meeting Attendance (times)
4. Mrs. Sutharinee Chairatana HR senior Executives	Member of SD committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
5. Ms. Bunyawhad Thanasomboon Finance & Accounting senior executives <u>Note (*)</u> As of the date of nomination, the individual occupied the role of Financial & Accounting Control and Analysis Manager. Her position was later changed to Senior Executive of Accounting and Finance, with an effective date of October 1, 2024.	Member of RM committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
6. Mr. Sorawee Ruengtup Manufacturing Senior Manager	Member of RM committee Joined the RM&SD Committee meeting held on August 8, 2024. The Board approved an effective date for a member of the RM&SD Committee on November 8, 2024.	
<b>% of the attendance</b>		<b>100%</b>

Ms. Thidarat Sihawanlop and Ms. Panchalee Sombutrasarn act as coordinators and secretaries to support data preparation.

To align with the sustainability framework, the Sustainability Development Committee reviewed and adjusted its scope of responsibilities.

**SCOPE, AUTHORITY AND RESPONSIBILITY of SD COMMITTEE CHARTER**

- 1 Evaluate the sustainability development operational framework established by the major shareholder group to adopt and establish the relevant policies including the targets to propose to the Board as well as lead the company in the direction of sustainability regarding economic, social, and environmental factors following relevant policies to propose to the Board of Directors.
- 2 Encourage sustainability development implementation/ involvement in all areas to facilitate growth and execution. Each department aligns with the sustainability mission: "We contribute to a better world."
- 3 Supervise, advise, review and evaluate the policies and guidelines for sustainability development with social responsibility and environmental concern and ensure such policies continue to be appropriate and compliant with up-to-date standards
- 4 Encourage and support employees across all levels to collaborate and implement strategies for assessing and handling ESG risks, adding value for stakeholders, and fostering business growth alongside key stakeholders.
- 5 Supervise and assign relevant personnel to perform duties and coordinate in accordance with the specified strategies.

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- 6 Supervise and ensure that relevant personnel operate within the scope of the value chain by mitigating impacts rising from material sustainability issues that may affect the business and stakeholders.
- 7 Review, change and amend this Charter to keep up with the changing situation and propose revisions to the Board of Directors for consideration and approval.
- 8 Perform other duties assigned by the Board of Directors.

To align with sustainability guidelines and assessment frameworks, to ensure compliance with regulations, laws, and standard operating procedures, while also improving corporate governance and operations within the sustainability framework (ESG Rating).

### The established, revised, reviewed policies

#### Biodiversity Policy and Statement

- The objectives of this policy
- A manual for the company and its subsidiaries on biodiversity risk assessment guidelines is available. Thailand is drafting laws that will soon be enforced, allowing companies to prepare compliance plans.
- There is a systematic process for monitoring business activities and processes.
- Measures have been enhanced to ensure subsidiaries comply with legal and environmental requirements, reducing associated risks.
- Oversight and monitoring are in place to ensure adherence to authorized plans.
- Monitoring processes are established to mitigate impacts and reduce risks related to license renewals

#### Biodiversity Check Report

##### (Biodiversity Assessment Report)

The objective of this report:

- Implementing the strategic framework and biodiversity management plan as outlined.
- Monitoring and evaluating risks associated with nature or biodiversity using international standard tools or applicable frameworks from local agencies.
- Sharing information to ensure relevant stakeholders understand the company's operations and align activities with international ESG Rating indicators.

#### Supplier Code of Conduct for Sustainable Value Chain

This document has been created to align with the framework for enhancing supply chain management and partner development operations within a sustainability context. It serves to share and convey important policies to the company's partners. The content features additional information and improvements highlighted in brown text.

- 1) Procurement Policy, Product and Service Management, and Sustainable Value Chain management
- 2) Qualifications and practices of business partners and their selection criterion
- 3) Practices toward Business Partners /Suppliers
- 4) Anti-corruption, Fraud and Bribery
- 5) Green Procurement under Society and Environmental Governance
- 6) Labor and human rights practices

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- 7) Occupational health and safety
- 8) Environmental awareness and positive biodiversity promotion
- 9) Social Engagement and Inclusion
- 10) Business and transaction practices and trade credit term policy
- 11) Contact information
- 12) Confirmation of the suppliers' code of conduct

**The objectives**

- This document is intended to communicate the policies and operational guidelines that partners need to understand.
- It will also be used to review operations and compile information in line with the collaborative development of partners, following sustainable supply chain management principles.
- Additionally, it will prepare documents that meet the criteria and requirements of ESG Rating indicators.
- The draft report addressing material sustainability issues, along with the 2024 sustainability development report, will be presented to the Board during the meeting scheduled for 21 February 2025.