

## Audit and Corporate Governance Committee Report

The Audit and Corporate Governance Committee consists of 3 independent directors as follows:

- |    |               |               |  |
|----|---------------|---------------|--|
| 1. | Dr. Pavuth    | Sriaranyakul  | Chairman of Audit and Corporate Governance Committee |
| 2. | Mr. Kriengsak | Thiennukul    | Member of Audit and Corporate Governance Committee   |
| 3. | Mr. Charoen   | Sangvichaipat | Member of Audit and Corporate Governance Committee   |

In 2024, the Audit and Corporate Governance Committee had meetings with the auditors, the internal audit unit and the management department, a total of 6 times. The Audit and Corporate Governance Committee attended the meetings every time. The summary of the key performance of is as follows:

### Audit

**1. Review of financial report and consolidated financial statement** of the Company and subsidiaries both quarterly and annually together with the auditors and management department. The Audit and Corporate Governance Committee held 4 meetings with the auditors without management department regarding the accuracy and completeness of the financial report, adjusting entries, accounting estimates, adequacy of accounting entries to ensure that financial report complies with laws and accounting standards in accordance with accounting principles, reliable and is adequately disclosed to benefit financial report users.

**2. Review of related party transactions or transactions that may have conflicts of interest** by adhering to the principles of reasonability, transparency of information for normal business, adequate disclosure and maximum benefits of the Company in accordance with Securities and Exchange Act, B.E. 2535 (1992) (including amendments) as well as relevant announcements of The SET Board of Governors.

**3. Review of risk management and internal control** which the Risk Management and Sustainability Committee must report risk management to the Audit and Corporate Governance Committee quarterly for considering, monitoring and managing risk to an acceptable level to achieve the company's objectives and goals. Review effectiveness of the Company's internal control system by considering the audit report by Office of Internal Audit and auditors and the result of adequacy assessment of internal control system of the Securities and Exchange Commission of Thailand (SEC) to ensure that the Company established effective internal control system and risk management that may affect the achievement of the Company as well as approve audit plan of year 2025 based on the principles of risk management as a basis.

**4. Review of compliance with laws and government regulations** by reviewing compliance with laws on securities and stock exchange, requirements of the SEC and SET and laws related to the Company's businesses.

5. **Review of whistleblowing reports** from employees or external parties regarding committing illegal acts, regulations or code of conduct via various channels such as telephone, letter, e-mail, Company's website (<https://jts.co.th/>) and intranet. In 2024, no complaints were received.

6. **Consideration on auditor nomination and audit fees for year 2024** by considering qualifications, skills, knowledge, abilities and auditing experience, auditor independence, quality of audit work and appropriateness of audit fees. It was concluded that EY Office Company Limited was appointed as an auditor for year 2024 and proposed to the Board of Directors to request approval at the Annual General Meeting of Shareholders to consider appointing the auditor and approve the remuneration for year 2024.

### **Corporate Governance**

1. **Governance** by considering policy and guidelines to be in accordance with requirements and best practices of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Institute of Directors (IOD) and the Thai Investors Association. In 2024, the Company received an excellent assessment result of IOD's corporate governance survey for the third consecutive year and a full 100-point assessment result of Thai Investors Association's 2024 shareholders' meetings quality.

2. **Review of a Good Corporate Governance Policy** by considering the review of good corporate governance policy of the Company and its subsidiaries to utilize in the organization. This is aligned with the Corporate Governance Rating (CGR) criteria of the Thai Institute of Directors (IOD), self-assessment criteria regarding anti-corruption of the Thai Private Sector Collective Action Against Corruption (CAC), and Corporate Governance Code of the Securities and Exchange Commission.

3. **Performance evaluation** by conducting self-assessment on a group and an individual basis. The results of the assessment concluded that the Audit and Corporate Governance Committee perform duties and responsibilities as specified in the Audit and Corporate Governance Committee Charter.

4. **Review of Audit and Corporate Governance Committee Charter** by examining the appropriateness of the Audit and Corporate Governance Committee Charter to be in accordance with regulations and guidelines of the Securities and Exchange Commission and the Stock Exchange of Thailand including international guidelines.

In summary, in the overview of year 2024, the Audit and Corporate Governance Committee performed duties independently with knowledge, abilities, prudence and caution by following the scope and responsibilities specified in the Audit and Corporate Governance Committee Charter to protect the interests of the Company, shareholders, and all stakeholders equally.



(Dr. Pavuth Sriaranyakul)

Chairman of Audit and Corporate Governance Committee

## Remuneration and Nomination Committee Report

The Board of Directors appointed the Remuneration and Nomination Committee on 21 December 2021 to support performance of the Board in corporate governance by considering remuneration criteria and form of remuneration of the Board of Directors and recruiting and screening qualified persons to hold the position of board members to propose to the Board of Director's meeting.

In 2024, the Remuneration and Nomination Committee organized meetings to consider matters according to scope, duties and responsibilities for 4 times as follows:

### Information of Remuneration and Nomination Committee's Meeting Attendance in 2024

Director's Name	Position	Number of Meeting Attendance
1. Mr. Kriengsak Thiennukul*	Chairman of Remuneration and Nomination Committee	4
2. Mr. Charoen Sangvichaipat	Member of Remuneration and Nomination Committee	4
3. Ms. Adchara Masaard*	Member of Remuneration and Nomination Committee	4

**Remark:** \* Mr. Kriengsak Thiennukul has been appointed as the Chairman of Remuneration and Nomination Committee, and Ms. Adchara Masaard has been appointed as a member of the Remuneration and Nomination Committee, in accordance with the resolution of the Board of Directors' meeting No. 1/2024, held on January 12, 2024.

In 2024, the Remuneration and Nomination Committee performed duties according to scope, duties and responsibilities specified in the Charter of the Remuneration and Nomination Committee as summarized below.

1. Review and nominate qualified persons according to laws and regulations of the director position when there is a retirement by rotation by considering, selecting and proposing persons with qualifications, experience and competence suitable for the company's business characteristics to propose to the Board of Directors' meeting and the Annual General Meeting of Shareholders for further consideration.

2. Nominate qualified directors and executives as a Sub-Committee member and propose to the Board of Directors for appointment as deemed appropriate.

3. Determine remuneration for the Board of Directors and Sub-Committees by comparing references with the same industry and economic situation and considering duties and responsibilities appropriateness of the number of the Board of Directors and Sub-Committee members to present to the Board of Directors and the Annual General Meeting of Shareholders for further consideration.

4. Arrange performance appraisal of the Remuneration and Nomination Committee on a group and an individual basis for 2024 which the assessment result was “excellent” and report the result to the Board of Directors for further effective improvement of performance.

5. Review the Charter of the Remuneration and Nomination Committee to be in accordance with Corporate Governance Code.

The Remuneration and Nomination Committee performed assigned duties with prudence, transparency, fairness and gave opinion independently in accordance with Corporate Governance Code for maximum benefits of shareholders and all stakeholders.



(Mr. Kriengsak Thiennukul)

Chairman of Remuneration and Nomination Committee

## Risk Management and Sustainability Committee Report

The Board of Directors appointed the Risk Management and Sustainability Committee on 25 March 2022 to be responsible for risk management and concrete sustainable development of the company, support performance of the Board of Directors in overseeing, following up performance of the company and its subsidiaries and approving and improving business plan of risk management and sustainability of the company and its subsidiaries to be in line with business environment to propose to the Board of Director's meeting.

In 2024, the Risk Management and Sustainability Committee organized meetings to consider matters according to scope, duties and responsibilities for 7 times as follows.

### Information of Risk Management and Sustainability Committee's Meeting Attendance in 2024

Director's Name	Position	Number of Meeting Attendance
1. Mr. Sang Do Lee	Chairman of Risk Management and Sustainability Committee	6
2. Ms. Suntaree Ue-Areewattana	Member of Risk Management and Sustainability Committee	7
3. Ms. Tassanee Kuantalaeng <sup>1</sup>	Member of Risk Management and Sustainability Committee	7
4. Mr. Tawatchai Hanpanyapichit <sup>2</sup>	Member of Risk Management and Sustainability Committee	3
5. Mr. Phanukrit Suwannaroj <sup>1,2</sup>	Member of Risk Management and Sustainability Committee	2
6. Mr. Chayaphong Apiomrat <sup>1</sup>	Member of Risk Management and Sustainability Committee	5
7. Ms. Charuwara Nisakornsen <sup>1</sup>	Member of Risk Management and Sustainability Committee	6
8. Mr. Nopporn Chureasa <sup>3</sup>	Member of Risk Management and Sustainability Committee	3
9. Mrs. Khattiyaporn Jonmuang	Secretary and Member of Risk Management and Sustainability Committee	7

**Remarks:**

1. Ms. Tassanee Kuantalaeng, Mr. Phanukrit Suwannaroj, Mr. Chayaphong Apiomrat, and Ms. Charuwara Nisakornsen assumed the position on January 17, 2024.
2. Mr. Tawatchai Hanpanyapichit and Mr. Phanukrit Suwannaroj resigned from the positions during the year on November 1, 2024.
3. Mr. Nopporn Chureasa assumed the position on May 1, 2024

In 2024, the Risk Management and Sustainability Committee performed duties according to scope, duties and responsibilities as summarized below.

### **Risk Management**

1. The Risk Management and Sustainability Committee has established a framework for risk management and risk factor review, to develop an annual risk management plan, aiming to systematically reduce risks and meet standards, covering aspects such as good corporate governance, finance, investment, information technology, compliance, corporate responsibility, economy, society, and the environment. Additionally, it addresses the management of emerging risks.

2. Consider various risk factors that may arise, taking into account both opportunities and potential impacts to prioritize risks, develop risk management plans, and establish appropriate risk control measures to the situation, enabling the Company to manage risks systematically and maintain it at acceptable levels or reduce potential risks.

3. Follow up and review implementation of risk management plan to ensure that the risk management complies with the company's risk control guideline by preparing risk management committee report to present to the Audit and Corporate Governance Committee for approval and present to the Board of Directors for acknowledgement in every quarter.

4. Encourage executives and employees to realize an importance of continuous risk management to ensure that all employees understand and place importance on the company's risk management framework that needs to meet good standard and achieve objectives or goals.

The Risk Management and Sustainability Committee acknowledges that during the fiscal year 2024, the Company has adhered to the organizational risk management policy framework, including managing risks for both the Company and its subsidiaries, covering all aspects, ensuring continuous risk management efforts. The Company efficiently and appropriately managed significant risks, maintaining them at acceptable levels.

### **Sustainability**

The Risk Management and Sustainability Committee oversees the performance of its duties concerning risk management and sustainable development, as well as various working groups under its purview, providing guidance and recommendations for operations in environmental, social, corporate governance, and economic dimensions to ensure sustainable business operations as follows:

1. Selected for SET ESG Ratings Assessment in the THSI (Thailand Sustainability Investment) List for the Second Consecutive Year.
2. Recognized with an “A” Rating in the SET ESG Ratings for the Technology Industry for the Second Consecutive Year, Upgraded from BBB.
3. Reviewed the objectives and sustainable development plans of the Company to be in accordance with the Company’s goals.
4. Monitored performance outcomes with various metrics and provide consultation and recommendations of relevant information pertaining to sustainability reports.
5. Considered approval of the performance outcomes in terms of all dimensions of sustainability and the alignment with Sustainable Development Goals: SDGs for disclosing in Form 56-1 One Report and SD Report.

The Risk Management and Sustainability Committee believes that during the fiscal year 2024, the committee has diligently performed its duties to the fullest extent of knowledge and abilities demonstrated alignment with the policies and business plans of the Company, good corporate governance policy and business code of conduct, adhered to accurately, transparently, and for the benefit of the Company, shareholders, and all stakeholders.



(Mr. Sang Do Lee)

Chairman of Risk Management and  
Sustainability Committee



## Executive Committee Report

The Board of Directors appointed the Executive Committee to support performance of the Board in overseeing, following up performance of the company and its subsidiaries and approving and improving business plan of the company and its subsidiaries to be in line with business environment to propose to the Board of Director's meeting.

In 2024, the Executive Committee organized meetings to consider matters according to scope, duties and responsibilities for 9 times as follows.

### Information of Executive Committee's Meeting Attendance in 2024

Director's Name	Position	Number of Meeting Attendance
1. Mr. Sang Do Lee	Chairman of Executive Committee	9
2. Mr. Jiraparwat Boonyasen	Member of Executive Committee	9
3. Ms. Adchara Masaard	Member of Executive Committee	9
4. Ms. Tassanee Kuantalaeng	Member of Executive Committee	9

In 2024, the Executive Committee performed duties according to scope, duties and responsibilities as summarized below.

1. Determine policy, business guideline and strategic direction of the Company and subsidiaries according to the Board of Directors' policy.
2. Approve business plan, annual expenditure budget and business investment budget for the company and its subsidiaries (annual budget) and propose to the Board of Directors for approval.
3. Determine appropriate investment policy of the Company and subsidiaries and new prospective business operations of the Company and subsidiaries.
4. Organize organizational structure and work management system by establishing working groups to comply with the policy and operate the business effectively.
5. Comply, observe, verify, and ensure the operating results of the Company and its subsidiaries to be in accordance with the business plan approved by the Board of Directors.
6. Arrange performance appraisal of the Executive Committee on a group and an individual basis for 2024 which the assessment result was "excellent" and report the result to the Board of Directors for further effective improvement of performance.

7. Review the Charter of Executive Committee to effectively manage and comply with a good corporate governance.

The Executive Committee was committed to perform assigned duties with honest, caution, prudence and transparency under Corporate Governance Code for maximum benefits of the company, shareholders and all stakeholders along with conducting business with social and environmental responsibility for company growth and sustainability.



(Mr. Sang Do Lee)

Chairman of Executive Committee