



# ESG Performance Report for Listed Companies in 2024

SUPALAI PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024

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## ESG Performance

Company Name : SUPALAI PUBLIC COMPANY LIMITED      Symbol : SPALI  
Market : SET      Industry Group : Property & Construction      Sector : Property Development

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### Environmental management

#### Information on environmental policy and guidelines

##### Environmental policy and guidelines

Environmental policy and guidelines : Yes  
Environmental guidelines : Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water Management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management

##### Environmental Policies and Guidelines

Supalai Public Company Limited and its subsidiaries are committed to the business leadership through innovation and sustainable development. The Company realizes that the key issue driving the business to grow sustainably is the environmental management. As a result, the Company formulates this policy to ensure the effective and efficient practices in environmental management.

Such policy includes the business operations of its subsidiaries and associated companies. The guidelines are as follows:

1. The Company establishes the policy on environment as a part of its business operation, ranging from procurement of environmentally friendly materials, production, delivery of products, marketing and sales, after-sales service, supply chain management, and waste disposal, by taking into account the reduction of environmental impact, environmental protection, climate management, and adaptation to climate change. The operations are in line with the Company's greenhouse gas reduction goals, including the conservation of ecological biodiversity through cost-effective use of resources.
2. The Company establishes environmental management system as a part of its business operations, including the continuous development and the audit and assessment of the management system in order to enhance environmental implementation.
3. The Company assesses materiality and performs the environmental and climate management and establishes key indicators and strategies to achieve the goal of operations.
4. Employees, customers, business partners, and related stakeholders are encouraged to enhance knowledge and awareness of environmental and climate management.

To cultivate this environmental policy as a part of the corporate values and implement it concretely, all employees are required to perform appropriate actions based on business operations in order to be consistent with the Company's vision.

Reference link for environmental policy and guidelines : <https://www.supalai.com/en/about/governance/employee-environment>

#### Information on review of environmental policies, guidelines, and/or goals over the past year

##### Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals : No  
over the past year

#### Information on compliance with environmental management principles and standards

##### Compliance with environmental management principles and standards

Environmental management principles and standards : BCG Model

##### Compliance with energy management principles and standards

##### Compliance with water management principles and standards

Water management principles and standards : 3Rs or 5Rs

### Compliance with waste management principles and standards

Waste management principles and standards : 3Rs, 5Rs or 7Rs

### Compliance with greenhouse gas or climate change management principles and standards

Greenhouse gas or climate change management principles and standards : Thailand Greenhouse Gas Management Organization (TGO), ISO 14064 - Greenhouse gases

### Information on other environmental management

#### Plans, performance, and outcomes related to other environmental management

The overall summary is based on the attached link page 181-184

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

#### Information on incidents related to legal violations or negative environmental impacts

##### Number of cases and incidents of legal violations or negative environmental impacts

	2022	2023	2024
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0

## Energy management

### Disclosure boundary in energy management in the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on energy management

#### Energy management plan

The company's energy management plan : No

### Information on setting goals for managing energy

#### Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel management : No

### Information on performance and outcomes of energy management

#### Performance and outcomes of energy management

Performance and outcomes of energy management : Yes

The overall summary is based on the attached link Page 189-192

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

### Information on electricity management

#### Company's electricity consumption (\*)

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	16,165,476.89	18,173,146.29	21,854,091.19
Electricity purchased for consumption from non-renewable energy sources (Kilowatt-Hours)	16,165,476.89	18,173,146.29	21,854,091.19
Intensity ratio of total electricity consumption within the organization to total number of employees (Kilowatt-Hours / Person / Year)	11,860.22	12,629.01	14,716.56

Additional explanation : <sup>(\*)</sup> Exclude electricity consumption outside of the Company

#### Electricity Expense (\*)

	2022	2023	2024
Total electricity expense (Baht)	30,434,821.00	33,984,186.56	22,858,001.00
Percentage of total electricity expense to total expenses (%) <sup>(**)</sup>	0.12	0.14	0.10
Percentage of total electricity expense to total revenues (%) <sup>(**)</sup>	0.09	0.11	0.07

	2022	2023	2024
Intensity ratio of total electricity expense to total number of employees (Baht / Person / Year)	22,329.29	23,616.53	15,392.59

Additional explanation : <sup>(1)</sup> Exclude electricity expense outside of the Company

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

## Information on fuel management

### Company's fuel consumption

	2022	2023	2024
Diesel (Litres)	62,051.96	90,986.69	81,536.30
Gasoline (Litres)	173,022.37	20,242.51	47,655.14

Additional explanation : Not include external fuel consumption

### Company's fuel expense <sup>(\*)</sup>

	2022	2023	2024
Total fuel expense (Baht)	2,349,433.43	4,177,520.70	4,340,105.42
Percentage of total fuel expense to total expenses (%) <sup>(**)</sup>	0.01	0.02	0.02
Percentage of total fuel expense to total revenues (%) <sup>(**)</sup>	0.01	0.01	0.01

Additional explanation : <sup>(1)</sup> Exclude electricity expense outside of the Company

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

## Information on total energy management (electricity + fuel)

### Energy Consumption

	2022	2023	2024
Total energy consumption within the organization (Megawatt-Hours)	N/A	N/A	0.00

### Energy Consumption Intensity

	2022	2023	2024
Intensity ratio of total energy consumption within the organization to total revenues (Megawatt-Hours / Thousand Baht of total revenues) <sup>(1)</sup>	N/A	N/A	0.00000000

Additional explanation : <sup>(1)</sup> Total revenues and expenses from consolidated financial statement

## Water management

### Disclosure boundary in water management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on water management plan

#### Water management plan

The Company's water management plan : No

### Information on setting goals for water management

#### Setting goals for water management

Does the company set goals for water management : No

### Information on performance and outcomes of water management

#### Performance and outcomes of water management

Performance and outcomes of water management : Yes

The overall summary is based on the attached link Page 192-194

### Information on water management

#### Water withdrawal by source

	2022	2023	2024
Total water withdrawal (Cubic meters)	124,477.00	1,023,042.00	1,368,977.40
Water withdrawal by third-party water (cubic meters)	124,477.00	1,023,042.00	1,368,977.40
Intensity ratio of total water withdrawal to total number of employees (Cubic meters / Person / Year)	91.33	710.94	921.87
Intensity ratio of total water withdrawal to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00	0.03	0.04

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

#### Water consumption

	2022	2023	2024
Total water consumption (Cubic meters)	124,477.00	1,023,042.00	1,368,977.40

#### Water Consumption Intensity

	2022	2023	2024
Intensity ratio of total water consumption to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00350632	0.03215285	0.04280100

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Water withdrawal expenses

	2022	2023	2024
<b>Total water withdrawal expense (Baht)</b>	2,127,675.44	1,859,102.32	1,777,685.93
Total water withdrawal expense from third-party water (Baht)	2,127,675.44	1,859,102.32	1,777,685.93
Percentage of total water withdrawal expense to total expenses (%) <sup>(*)</sup>	0.01	0.01	0.01
Percentage of total water withdrawal expense to total revenues (%) <sup>(*)</sup>	0.01	0.01	0.01
Intensity ratio of total water withdrawal expense to total number of employees (Baht / Person / Year)	1,561.02	1,291.94	1,197.09

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Waste management

### Disclosure boundary in waste management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on waste management plan

#### Waste management plan

The company's waste management plan : No

### Information on setting goals for waste management

#### Setting goals for waste management

Does the company set goals for waste management : No

### Information on performance and outcomes of waste management

#### Performance and outcomes of waste management

The company's performance and outcomes of waste management : Yes

The overall summary is based on the attached link Page 194-199

### Information on waste management

#### Waste Generation<sup>(\*)</sup>

	2022	2023	2024
Total waste generated (Kilograms)	N/A	26,983.00	29,440.00
Total non-hazardous waste (kilograms)	N/A	26,983.00	29,440.00
Intensity ratio of total waste generated to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	N/A	0.00	0.00
Intensity ratio of total non-hazardous waste to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	N/A	0.00	0.00

Additional explanation : <sup>(\*)</sup> Exclude the total weight of waste generated outside of the Company, which is not responsible for the waste disposal or treatment cost

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

### Waste reuse and recycling

	2022	2023	2024
Total reused/recycled waste (Kilograms)	24.00	295.60	787.90
Reused/Recycled non-hazardous waste (Kilograms)	24.00	295.60	787.90



	2022	2023	2024
Percentage of total reused/recycled waste to total waste generated (%)	N/A	1.10	2.68
Percentage of reused/recycled non-hazardous waste to non-hazardous waste (%)	N/A	1.10	2.68

*Additional explanation : Exclude the total weight of reused/recycled waste outside of the Company, which is not responsible for the waste disposal or treatment cost*

## Greenhouse gas management

### Disclosure boundary in greenhouse gas management over the past years<sup>(1)</sup>

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

Remark: <sup>(1)</sup> In 2024, the Company reported the corporate greenhouse gas emissions in Scope 1, 2 and 3 totaling 95,889 tons of carbon dioxide equivalent, resulting from business expansion by launching more new projects and projects still under development in Bangkok, its vicinity and the regions, totaling 220 projects, including Supalai Grand Tower, which is operating commercially.

### Information on greenhouse gas management plan

#### Greenhouse gas management plan

The company's greenhouse gas management plan : Yes

1. Change the central car from a petrol car to an electric car
2. Use environmentally friendly materials
3. Reduce the amount of waste from construction
4. Use condensed water from the main air conditioning system in the Supalai Grand Tower building back to a small air conditioning system and use it to water the plants around the building
5. The process of reusing wastewater
6. Reduce the amount of dust in high-rise building construction projects
7. Change the use of chemical fertilizers in the central garden to organic fertilizers

Reference link for company's greenhouse gas management plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 181-182

### Information on setting greenhouse gas emission goals

#### Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : Yes  
Company's existing targets : Other Greenhouse Gas Emission Reduction Target

#### Setting other greenhouse gas reduction targets

##### Details of setting other greenhouse gas reduction targets

Greenhouse gas emission scope	Base year(s)	Short-term target year	Long-term target year
Scope 1-2	2024 : Greenhouse gas emissions 12,092.00 tCO <sub>2</sub> e	2025 : Reduced by 15% in comparison to the base year	2030 : Reduced by 40% in comparison to the base year

### Information on performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : Yes

• The company has set environmental management targets by allowing all relevant departments to be able to quantify greenhouse gas emissions. The company has received ISO 14064-1:2018 certification International standards for verification of measurement and reporting of greenhouse gas emissions and reductions at the corporate level from the Greenhouse Gas Management Organization (Public Organization)

or TGO for the year 2024, with Advanced Energy Plus Co., Ltd. (AEP) as a consultant

on the preparation of greenhouse gas emissions reports and Bureau Veritas (Thailand) Co., Ltd.

as the auditor, specifying the period from January 1 to December 31, 2024 to calculate the amount of greenhouse gas emissions within the scope of the company, including Supalai Grand Tower, which is the head office

Horizontal and condominium projects in all countries are divided into

- Scope 1: Direct Emissions
- Scope 2: Purchased Indirect Emissions
- Scope 3: Uncontrollable Indirect Value

Chain Emissions

In 2024, the Company reported the organization's greenhouse gas emissions

in Scope 1, 2 and 3 totaling 95,889 tons of carbon dioxide equivalent, resulting from the expansion of

the business by launching more new projects and projects still under development in Bangkok

the surrounding areas and the regions, totaling 220 projects, including Supalai Grand Tower

building, which is operating commercially

Direct GHG emissions Scope 1 1,167 tons of carbon

Indirect GHG emissions purchased Scope 2 10,925 tons of carbon

Indirect GHG emissions beyond control Scope 3 83,797 tons of carbon

Electricity Management Plan

1. Head Office

1.1 Renewable Energy Use

- Installing solar panels on the rooftop and parking building of Supalai Grand Tower to increase the use of clean energy, and replacing a portion of electricity consumption.

The generated energy was used for electrical systems and equipment in the building's common areas. The total clean energy production capacity is expected to exceed 330,397 kWh per year, reducing carbon dioxide emissions by 197.78 tons carbon annually and saving 101,092 Baht per year in electricity costs of the building

1.2 Chiller Replacement The old chiller, which had high energy consumption, was replaced with a new and more efficient system, reducing electricity usage, enhancing operational cost-effectiveness, while saving up to 10,332,135.79 Baht per year in electricity costs.

1.3 Maintenance Plan This included regular maintenance and cleaning of the electrical system and equipment to ensure efficient and safe operation, reducing energy consumption caused by equipment deterioration, and preventing damage that could affect the electrical system and business operations.

1.4 Public Relations This involved campaigns and public relations efforts through various media channels and e-mail to promote energy savings and reduce resource usage within the office building. Examples include turning off lights when not in use or after work hours and turning off and unplugging unused electrical equipment.

## 2. High-Rise Projects

The electricity consumption within the construction areas would not impact the electricity use of surrounding communities. The projects received electricity through temporary meters from the Metropolitan Electricity Authority / Provincial Electricity Authority, with the following measures:

1. Ensuring that electricity use within the construction areas complies with rules and has received permission from the Metropolitan Electricity Authority / Provincial Electricity Authority.
2. Ensuring that the installation of electrical equipment within the construction areas meets safety standards while conducting a campaign to promote energy-saving practices, such as turning off lights and electrical appliances when not in use.
3. Providing electrical technicians to supervise operations.
4. Utilizing renewable energy, such as solar power, for lighting within construction areas or for the ventilation system in project sales offices.

## 3. Low-Rise Projects

In 2024, solar rooftops were installed for 60 newly launched low-rise projects, including sales offices, model homes, clubs, and common areas. This initiative aimed to convert clean solar energy into electricity, reducing electricity costs by approximately 25% per year.

Awards received by the company

1. ISO 14064-1:2018 international standard system certification, reporting on the release and reduction of greenhouse gases at the corporate level from Bureau Veritas Certification (Thailand) Co., Ltd. (BVC)
2. Low Carbon Reduction from Cement and Green Solution Business under SCG at Inclusive Green Growth Day Empowered by SCG: Growing and Sustaining Together
3. Green Mission honorary plaque from leading paint and construction material business partner, TOA Paint (Thailand) Public Company Limited
4. Winner of “Best ESG Condo” from Supalai Park Ekkamai-Pattanakarn project from Livinginsider Developer Awards 2024
5. 5 awards for construction projects that passed the assessment criteria for the Energy Efficiency Label (Electricity Saving Label No. 5) in the residential category, up to 4 projects, 5 house models, including the Supalai Ville Ratchaphruek-Kanchanaphisek project, the Supisara and Supanan house models, the Supalai Ville Wongwaen-Lam Luk Ka Khlong 7 project, the Supalakkhana house model, and the Supalai Scenic Bay Condo Phuket project, a 3-storey, 6-building condominium model from the Electricity Generating Authority of Thailand (EGAT)
6. LEED (Leadership in Energy and Environmental Design) green building certification for the office building, the Supalai Icon Sathorn project

## Information on greenhouse gas management

### The company's greenhouse gas emissions

	2022	2023	2024
<b>Total GHG emissions (Metrics tonne of carbon dioxide equivalents)</b>	111,646.00	143,980.00	95,889.00
Total greenhouse gas emissions - Scope 1 (Metric tonnes of carbon dioxide equivalent)	1,504.00	1,145.00	1,167.00
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	8,093.00	9,085.00	10,925.00

	2022	2023	2024
Total greenhouse gas emissions - Scope 3 (Metric tonnes of carbon dioxide equivalent)	102,049.00	133,750.00	83,797.00

### Greenhouse Gas Emissions Intensity

	2022	2023	2024
Intensity ratio of total GHG emissions to total revenues (Metric tonnes of carbon dioxide equivalent / Thousand Baht of total revenues) <sup>(*)</sup>	0.003145	0.004525	0.002998
Intensity ratio of total GHG emissions to total number of employees (Metric tonnes of carbon dioxide equivalent / Person)	81.91	100.06	64.57

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Information on verification of the company's greenhouse gas emissions over the past year

#### Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : Yes

List of greenhouse gas verifier entity : Bureau verification (Thailand) Co., Ltd.

### Information on reduction and absorption of greenhouse gas

#### Reduction of Greenhouse Gas

	2022	2023	2024
Total reduced GHG (Metric kilograms of carbon dioxide equivalent)	N/A	1,286,429.78	224,519.45
Other projects (Metric kilograms of carbon dioxide equivalent)	N/A	1,286,429.78	224,519.45
Installed approximately 450 kWp of solar cells at Supalai Grand Tower building. (Metric kilograms of carbon dioxide equivalent)	N/A	197.78	197.78
Installed approximately 450 kWp of solar cells at Supalai Grand Tower building. (Metric kilograms of carbon dioxide equivalent)	N/A	197.78	197.78
SUPALAI, the more you separate, the more you gain (Metric kilograms of carbon dioxide equivalent)	N/A	730.00	2,612.67
SUPALAI, the more you separate, the more you gain (Metric kilograms of carbon dioxide equivalent)	N/A	730.00	2,612.67
Sharing Warmth to Relieve Coldness (Metric kilograms of carbon dioxide equivalent)	N/A	15,000.00	N/A
Sharing Warmth to Relieve Coldness (Metric kilograms of carbon dioxide equivalent)	N/A	15,000.00	N/A
Green Procurement (Metric kilograms of carbon dioxide equivalent)	N/A	1,270,502.00	197,709.00

	2022	2023	2024
Green Procurement (Metric kilograms of carbon dioxide equivalent)	N/A	1,270,502.00	197,709.00
-(Metric kilograms of carbon dioxide equivalent)	N/A	N/A	24,000.00

### Absorption and removal of Greenhouse Gas

	2022	2023	2024
<b>Total absorbed and removal of GHG (Metric kilograms of carbon dioxide equivalent)</b>	36,000.00	36,000.00	560.00
Care the Wild Project (Metric kilograms of carbon dioxide equivalent)	36,000.00	36,000.00	N/A
<b>Other projects (Metric kilograms of carbon dioxide equivalent)</b>	N/A	N/A	560.00
-(Metric kilograms of carbon dioxide equivalent)	N/A	N/A	560.00

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## ESG Performance

Company Name : SUPALAI PUBLIC COMPANY LIMITED      Symbol : SPALI  
Market : SET      Industry Group : Property & Construction      Sector : Property Development

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### Human rights

#### Information on social and human rights policies and guidelines

##### Social and human rights policy and guidelines

Social and human rights policy and guidelines : Yes  
Social and human rights guidelines : Employee Rights, Migrant/foreign labor, Child Labor, Consumer/customer rights, Community and environmental rights, Safety and Occupational Health at Work, Non-discrimination, Supplier rights, Others : -

The Company's commitment to respect human rights has been explicitly reflected through the key corporate policies as follows:

Code of Conduct  
Code of Conduct of Supalai's Business Partners  
Good Corporate Governance Policy  
Policy and Guidelines on Social  
Policy and Guidelines on Gender Equality and Women's Rights  
Vision, Mission, and Policy on Safety, Occupational Health and Working Environment  
Policy on Treatment of Business Partners  
Policy on Responsible Termination  
Policy on Personal Data Protection  
Abuse and Harassment Policy  
Policy on Treatment of Customers  
Policy on Treatment of Shareholders  
Policy on Treatment of Employees

(Details of social and human rights policies and practices are available on the Company's website under the topic of Good Corporate Governance.)

Reference link for social and human rights policy and guidelines : <https://www.supalai.com/en/about/governance/employee-human-guidelines>  
Page number of the reference link : 1

#### Information on review of social and human rights policies, guidelines, and/or goals over the past year

##### Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year : Yes  
Changes in social and human rights policies, guidelines, and/or goals : Employee Rights, Migrant/foreign labor, Child Labor, Consumer/customer rights, Community and environmental rights, Safety and Occupational Health at Work, Non-discrimination, Supplier rights

Details in the One Report 2024  
- Employee rights, pages 210-220  
- Child labor, pages 221-223  
- Occupational safety and health, pages 203-210  
- Non-discrimination, page 221

## Information on compliance with human rights principles and standards

### Compliance with human rights principles and standards

Human rights management principles and standards : Thai Labour Standard: Corporate Social Responsibility of Thai Businesses (TLS 8001-2010) by the Ministry of Labour, The UN Guiding Principles on Business and Human Rights, ILO Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy

### Information on Human Rights Due Diligence : HRDD

#### Human Rights Due Diligence : HRDD

Does the company have an HRDD process : Yes

Details in the One Report 2024

- Human Rights Due Diligence, page 218

Reference link for the information and an HRDD process : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

### HRDD process diagram

#### Comprehensive Human Rights Management Process



### Information on other social management

#### Plans, performance, and outcomes related to other social management

community and social participation ( Page236-245)

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

### Information on incidents related to legal or social and human rights violations

#### Number of cases and incidents of significant legal or social and human rights violations

	2022	2023	2024
Total number of cases or incidents of significant legal or social and human rights violations (cases)	1	1	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0
Total number of incidents or complaints related to consumer rights violations (cases)	0	1	0
Total number of incidents or complaints related to business partner's rights violations (cases)	0	0	0



	2022	2023	2024
Total number of cases or incidents leading to disputes with the community/society (cases)	1	0	0
Total number of cases or incidents related to cybersecurity or customer data breaches (cases)	0	0	0
Total number of cases or incidents related to workplace safety and occupational health (cases)	0	0	0

### Details of incidents and corrective measures for significant social and legal violations

Year of incident	Details	Progress status
2023	<p><b>Incident</b> Supalai Bella Wongwaen-Rama 2 Black Case No. Phor 461/2566, Bangkok South Civil Court Consumer Council of Thailand (on behalf of) 12 consumers (residents)</p> <p><b>Impact that occurred or is expected to occur</b> <u>Non-financial impact</u> 0 <u>Financial impact</u> • Expected impact on financial statement : 9,312,000.00 baht • Actual impact on financial statement : 0.00 baht</p> <p><b>Corrective or remedial measures</b> The company has taken action to solve the flooding problem within the project by installing water gates and improving the water pumps.</p>	Remediation plans being implemented
2022	<p><b>Incident</b> Black Case No. S. 24/2564 Central Administrative Court Supalai Loft Ratchada-Wong Sawang Global Warming Prevention Association No. 1 and 18 others (plaintiffs) Bangkok (defendants) Supalai Public Company Limited (interveners)</p> <p><b>Impact that occurred or is expected to occur</b> <u>Non-financial impact</u> As a result, the company had to temporarily suspend the construction of the project until the Supreme Administrative Court made a decision to change the ruling. <u>Financial impact</u> • Expected impact on financial statement : 0.00 baht • Actual impact on financial statement : 0.00 baht</p> <p><b>Corrective or remedial measures</b> The company has measures to allow affected customers to relocate their projects.</p>	Remediation plans being implemented

## Fair labor practice

### Disclosure boundary in fair labor practice in the past years

Boundary type : Company  
 Data disclosure coverage (%) : 0.00

### Information on employees and labor management plan

#### Employees and labor management plan

The company's employee and labor management plan : Yes  
 Employee and labor management plan implemented by the Company in the past year : Fair employee compensation, Employee training and development, Promoting employee relations and participation, Child labor, Occupational health and safety in workplace

Details in the One Report 2024

- Fair compensation for employees, page 220
- Employee training and development, pages 210-212
- Promoting employee relations and participation, pages 213-217
- Child labor, pages 221-223
- Occupational safety and health, pages 203-210

Reference link for employee and labor management plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

### Information on setting employee and labor management goals

#### Setting employee and labor management goals

Does the company set employee and labor management goals? : Yes

#### Details of setting goals for employee and labor management

Target(s)	Indicator(s)	Base year(s)	Target year(s)
<ul style="list-style-type: none"> <li>• Fair employee compensation</li> <li>• Employee training and development</li> <li>• Promoting employee relations and participation</li> </ul>	<ol style="list-style-type: none"> <li>1. Number of employee complaints regarding respect for human rights and fair labor treatment</li> <li>2. Number of training hours/person/year</li> <li>3. Engagement Score</li> </ol>	-	2024: 1. No complaints from employees about respect for human rights and fair treatment of workers 2. Employee training = 18.00 hours/person/year 3. Engagement Score = 75%

### Information on performance and outcomes for employee and labor management

#### Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management : Yes

Goals and Results of Employee and Labor Management 2024;

1. No employee complaints about respect for human rights and fair treatment of workers (target = 0%)
2. Employee training = 20.56 hours/person/year (target = 18 hours/person/year)
3. Engagement Score = 69% (target = 75%)

## Information on employment

### Employment

	2022	2023	2024
<b>Total Employment (Person)</b>	1,363	1,439	1,485
Percentage of employees to total employment (%)	100.00	100.00	100.00
<b>Total employees (persons)</b>	1,363	1,439	1,485
Male employees (persons)	709	747	748
Percentage of male employees (%)	52.02	51.91	50.37
Female employees (persons)	654	692	737
Percentage of female employees (%)	47.98	48.09	49.63

### Number of employees categorized by age

	2022	2023	2024
Total number of employees under 30 years old (Persons)	435	449	424
Percentage of employees under 30 years old (%)	31.91	31.20	28.55
Total number of employees 30-50 years old (Persons)	851	900	952
Percentage of employees 30-50 years old (%)	62.44	62.54	64.11
Total number of employees over 50 years old (Persons)	77	90	109
Percentage of employees over 50 years old (%)	5.65	6.25	7.34

### Number of male employees categorized by age

	2022	2023	2024
Total number of male employees under 30 years old (Persons)	245	261	222
Percentage of male employees under 30 years old (%)	34.56	34.94	29.68
Total number of male employees 30-50 years old (Persons)	418	433	460
Percentage of male employees 30-50 years old (%)	58.96	57.97	61.50
Total number of male employees over 50 years old (Persons)	46	53	66
Percentage of male employees over 50 years old (%)	6.49	7.10	8.82

### Number of female employees categorized by age

	2022	2023	2024
Total number of female employees under 30 years old (Persons)	190	188	202
Percentage of female employees under 30 years old (%)	29.05	27.17	27.41
Total number of female employees 30-50 years old (Persons)	433	467	492
Percentage of female employees 30-50 years old (%)	66.21	67.49	66.76
Total number of female employees over 50 years old (Persons)	31	37	43
Percentage of female employees over 50 years old (%)	4.74	5.35	5.83

### Number of employees categorized by position

	2022	2023	2024
Total number of employees in operational level (Persons)	1,133	1,202	1,224
Percentage of employees in operational level (%)	83.13	83.53	82.42
Total number of employees in management level (Persons)	217	226	250
Percentage of employees in management level (%)	15.92	15.71	16.84
Total number of employees in executive level (Persons)	13	11	11
Percentage of employees in executive level (%)	0.95	0.76	0.74

### Number of male employees categorized by position

	2022	2023	2024
Total number of male employees in operational level (Persons)	585	619	607
Percentage of male employees in operational level (%)	82.51	82.86	81.15
Total number of male employees in management level (Persons)	116	121	134
Percentage of male employees in management level (%)	16.36	16.20	17.91
Total number of male employees in executive level (Persons)	8	7	7
Percentage of male employees in executive level (%)	1.13	0.94	0.94

### Number of female employees categorized by position

	2022	2023	2024
Total number of female employees in operational level (Persons)	548	583	617
Percentage of female employees in operational level (%)	83.79	84.25	83.72
Total number of female employees in management level (Persons)	101	105	116
Percentage of female employees in management level (%)	15.44	15.17	15.74
Total number of female employees in executive level (Persons)	5	4	4
Percentage of female employees in executive level (%)	0.76	0.58	0.54

### Significant changes in the number of employees

Significant changes in number of employees over the past 3 : Yes  
Years

In 2024, the number of employees increased from 2022 by 1,485-1,363 = 122 people (+8.95%) because the company has expanded to new provinces and has an increasing number of projects every year.

### Number of male employees categorized by region

	2022	2023	2024
Bangkok Metropolitan (Person)	N/A	N/A	491
Northern (Person)	N/A	N/A	58
Central (Person)	N/A	N/A	40
Northeastern (Person)	N/A	N/A	39
Southern (Person)	N/A	N/A	46
Eastern (Person)	N/A	N/A	74

### Number of female employees categorized by region

	2022	2023	2024
Bangkok Metropolitan (Person)	N/A	N/A	507
Northern (Person)	N/A	N/A	46
Central (Person)	N/A	N/A	35
Northeastern (Person)	N/A	N/A	51
Southern (Person)	N/A	N/A	36
Eastern (Person)	N/A	N/A	62

## Employment of workers with disabilities

	2022	2023	2024
Total employment of workers with disabilities (persons)	2	4	10
Percentage of disabled workers to total employment (%)	0.15	0.28	0.67
Total number of employees with disabilities (Persons)	2	3	10
Total male employees with disabilities (persons)	1	2	5
Total female employees with disabilities (persons)	1	1	5
Percentage of disabled employees to total employees (%)	0.15	0.21	0.67
Total number of workers who are not employees with disabilities (persons)	0	1	0
Contributions to empowerment for persons with disabilities fund	Yes	Yes	Yes

## Information on compensation of employees

### Employee remuneration by gender

	2022	2023	2024
Total employee remuneration (baht)	1,113,980,000.00	1,091,720,000.00	1,150,650,000.00
Total male employee remuneration (baht)	655,870,000.00	639,270,000.00	677,750,000.00
Percentage of remuneration in male employees (%)	58.88	58.56	58.90
Total female employee remuneration (baht)	458,110,000.00	452,450,000.00	472,900,000.00
Percentage of remuneration in female employees (%)	41.12	41.44	41.10
Average remuneration of employees (Baht / Person)	817,300.07	758,665.74	774,848.48
Average remuneration of male employees (Baht / Person)	925,063.47	855,783.13	906,082.89
Average remuneration of female employees (Baht / Person)	700,474.01	653,829.48	641,655.36
Ratio of average remuneration of female employees to male employees	0.76	0.76	0.71

## Provident fund management policy

Provident fund management policy : Have

The company allows employees to choose 1 asset management company from 2 asset management companies. Each asset management company has various investment policies to allow employees to choose the provident fund policy that they want.

## Provident fund for employees (PVD)

	2022	2023	2024
Number of employees joining in PVD (persons)	1,199	1,272	1,272
Proportion of employees who are PVD members (%)	87.97	88.39	85.66
Total amount of provident fund contributed by the company (baht)	31,860,000.00	35,490,000.00	38,407,000.00
Percentage of total amount of provident fund contributed by the Company to total employee remuneration (%)	2.86	3.25	3.34

## Information on employee development

### Employee training and development

	2022	2023	2024
Employee development plans as part of annual performance reviews	No	Yes	Yes
Average employee training hours (Hours / Person / Year)	46.64	20.86	20.56
Total amount spent on employee training and development (Baht)	5,116,698.00	4,667,078.00	4,470,000.00
Percentage of training and development expenses to total expenses (%) <sup>(*)</sup>	0.000204	0.000195	0.000188
Percentage of training and development expenses to total revenue (%) <sup>(*)</sup>	0.000144	0.000147	0.000140

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Information on safety, occupational health, and work environment

### Number of working hours

	2022	2023	2024
Total number of hours work (Hours)	3,238,488.00	3,419,064.00	3,528,360.00
Total number of hours worked by employees (Hours)	3,238,488.00	3,419,064.00	3,528,360.00

### Statistic of accident and injuries of employees from work

	2022	2023	2024
Total number of lost time injury incidents by employees (Cases)	3	2	3
Total number of employees that lost time injuries for 1 day or more (Persons)	3	2	3

	2022	2023	2024
Percentage of employees that lost time injuries for 1 day or more (%)	0.22	0.14	0.20
Total number of employees that fatalities as a result of work-related injury (Persons)	0	0	0
Percentage of employees that fatalities as a result of work-related injury (%)	0.00	0.00	0.00
Lost time injury frequency rate (LTIFR) (Persons / 1 million-manhours) <sup>(*)</sup>	0.00	0.00	0.00
Lost time injury frequency rate (LTIFR) (Persons / 200,000 manhours) <sup>(**)</sup>	0.00	0.00	0.00

Additional explanation : <sup>(\*)</sup> The company with the total number of employees over 100 or more

<sup>(\*\*)</sup> The company with the total number of employees less than or equal to 100

## Information on promoting employee relations and participation

### Employee engagement

	2022	2023	2024
Total number of employee turnover leaving the company voluntarily (persons)	183	158	152
Total number of male employee turnover leaving the company voluntarily (persons)	118	75	54
Total number of female employee turnover leaving the company voluntarily (persons)	65	83	98
Proportion of voluntary resignations (%)	13.43	10.98	10.24
Percentage of male employee turnover leaving the Company voluntarily (%)	8.66	5.21	3.64
Percentage of female employee turnover leaving the Company voluntarily (%)	4.77	5.77	6.60
	2022	2023	2024
Evaluation result of employee engagement	Yes	Yes	Yes

### Employee internal groups

Employee internal groups : Yes

Types of employee internal groups : Welfare Committee, Labor Relation Committee



## Responsibility to customers/ consumers

### Information on responsibility to customers/consumers policy

#### Consumer data privacy and protection policy and guidelines

Consumer data privacy and protection policy and guidelines : Yes

Consumer data privacy and protection guidelines : Collection of personal data, Use or disclosure of data, Rights of data owners, Security measures of personal data

Reference link to consumer data privacy and protection policy and guidelines : <https://www.supalai.com/en/about/governance/data-protection>

#### Responsible sales and marketing policy and guidelines

Responsible sales and marketing policy and guidelines : No

#### Policy and guidelines on communicating the impact of products and services to customers / consumers

Policy and guidelines on communicating the impact of products and services to customers / consumers : No

### Information on customer management plan

#### Customer management plan

Company's customer management plan : Yes

Customer management plan implemented by the company in the past year : Responsible production and services for customers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

The overall summary is based on the attached link

Reference link for company's customer management plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 225-235

### Information on setting customer management goals

#### Setting customer management goals

Does the company set customer management goals : No

#### Details of setting customer management goals

### Information on performance and results of customer management

#### Performance and outcomes of customer management

Performance and outcomes of customer management : Yes

The overall summary is based on the attached link page 225-235

#### Customer satisfaction

	2022	2023	2024
Evaluation results of customer satisfaction	Yes	Yes	Yes

### Channels for receiving complaints from customers/consumers

Company's channels for receiving complaints from : Yes  
customers/consumers  
Telephone : 1720  
Fax : -  
Email : -  
Company's website : -  
Address : -

## Responsibility to community/ society

### Information on community development and engagement policies

#### Community development and engagement policies

Community development and engagement policies : No

### Information on community and social management plan

#### Community and social management plan

Company's community and social management plan : Yes

Community and social management plan implemented by the company over the past year : Employment and professional skill development, Education, Forests and natural resources, Occupational health, safety, health, and quality of life

The overall summary is based on the attached link.

Reference link for company's community and social management plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-th.pdf>  
Page number of the reference link : 235-245

### Information on setting of community and social management goals

#### Setting of community and social management goals

Does the company set community and social management goals : Yes

#### Details of community and social management goal setting

Target	Indicators	Base year	Target year
<ul style="list-style-type: none"><li>Disadvantaged and vulnerable groups</li><li>Reducing inequality</li></ul>	-	-	2026: -
<ul style="list-style-type: none"><li>Employment and professional skill development</li><li>Occupational health, safety, health, and quality of life</li><li>Disadvantaged and vulnerable groups</li></ul>	-	-	2025: -

### Information on outcomes and results of community and social management

#### Performance and outcomes of community and social management

Performance and outcomes of community and social management : Yes

The overall summary is based on the attached link. page 236-237

#### Benefit from implementing social development project

Financial benefits

Does the company measure the financial benefits from social : No  
development?

Non-financial benefits

Does the company measure the non-financial benefits from : Yes  
social development?

	2022	2023	2024
- (Persons)	0.00	0.00	3,000.00
-- (Persons)	0.00	0.00	4,200.00
--- (Kilograms)	0.00	0.00	9,446.00
---- (KgCO2)	0.00	0.00	20,000.00
----- (%)	0.00	0.00	100.00
----- (Persons)	0.00	295.00	620.00
----- (Persons)	0.00	84.00	93.00

**Remarks** - This document is automatically generated based on information processed as received from the listed company on “as is” basis. The Stock Exchange of Thailand (“SET”) does not make any representations regarding accuracy, completeness, appropriateness, recency or reliability of the information contained in this document, nor does it make any guarantee of a result of the use of the information contained in this document. In no event shall SET be responsible for any loss or damage resulting from the use of this document or the information contained herein.

## ESG Performance

Company Name : SUPALAI PUBLIC COMPANY LIMITED      Symbol : SPALI  
Market : SET      Industry Group : Property & Construction      Sector : Property Development

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### Corporate Governance Policy

#### Information on overview of the policy and guidelines

##### Corporate governance policy and guidelines

Corporate governance policy and guidelines : Yes

The overall summary is based on the attached link.

Reference link for the full version of corporate governance policy and guidelines : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 459

##### Policy and guidelines related to the board of directors

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Nomination of Directors, Determination of Director Remuneration, Independence of the Board of Directors from the Management, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies, Other guidelines regarding the board of directors

#### Nomination of Directors

The overall summary is based on the attached link.

The Nomination and Remuneration Committee also plays a role in sustainability matters and oversees related policies to provide recommendations before they are presented to the Board of Directors.

1. Respecting human rights and fair treatment of labor, by overseeing the policy on human rights principles and the policy on remuneration and welfare.
2. Developing the potential of employees and workers in both their work and daily lives, by overseeing the policy on employee development and the policy on employee treatment.

Reference link for Nomination of Directors : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 396-398

#### Determination of Director Remuneration

The overall summary is based on the attached link.

Reference link for Determination of Director Remuneration : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 396-398

#### Independence of the Board of Directors from the Management

The overall summary is based on the attached link.

Reference link for Independence of the Board of Directors from the Management : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 334-334

## Director Development

The overall summary is based on the attached link.

The Board of Directors seriously supports and promotes the knowledge development for every director for their efficiency in duty performing. It's the Company's policy to encourage its directors, executives and those supporting the secretarial works to attend seminars and training courses of Thai Institute of Directors (IOD), The Stock Exchange of Thailand, or other independent institutions, ranging from the development in part of the duties and responsibilities of directors, or new management concept, so that every director will continue to develop and improve their works, as well as to apply the knowledge properly for further benefit to the Company

Reference link for Director Development : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 360-364

## Board Performance Evaluation

==The overall summary is based on the attached link.==

The Board of Directors has appraised annual performance of the Committees once a year, whereby the appraisal form is in accordance with the principles of good corporate governance of the Company and the scope of authorities and duties of the Committees. Accordingly, the emphasis is placed on the use of results of the assessment to review the work product, problems or obstacles during the previous year as well as the improvement of performance of the Committees. The objective is to increase efficiency of the Committees' performance and to be used as reference in preparing CG Rating. In 2024, the appraisal was done in 2 characteristics, they are, 1) the assessment of the whole Committee; 2) the assessment made on an individual basis (self- assessment). The assessment forms were divided into 10 categories consisting

Reference link for Board Performance Evaluation : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 365-370

## Corporate Governance of Subsidiaries and Associated Companies

The overall summary is based on the attached link.

Reference link for Corporate Governance of Subsidiaries and Associated Companies : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 309-318

## Board Diversity

The overall summary is based on the attached link.

Reference link for the other policy and guidelines : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 335-354

## Policy and guidelines related to shareholders and stakeholders

Policy and guidelines related to shareholders and stakeholders : Yes

Guidelines and measures related to shareholders and stakeholders : Shareholder, Employee, Customer, Business competitor, Business partner, Creditor, Government agencies, Community and society, Other guidelines regarding shareholders and stakeholders

## Shareholder

The overall summary is based on the attached link.

Reference link for Shareholder : <https://www.supalai.com/en/about/governance/employee-shareholder>  
Page number of the reference link : 1

## **Employee**

The overall summary is based on the attached link.

Reference link for Employee : <https://www.supalai.com/en/about/governance/employee-development>  
Page number of the reference link : 1

## **Customer**

The overall summary is based on the attached link.

Reference link for Customer : <https://www.supalai.com/en/about/governance/employee-treatmentofcustomer>  
Page number of the reference link : 1

## **Business competitor**

The overall summary is based on the attached link.

Reference link for Business competitor : <https://www.supalai.com/en/about/governance/employee-treatmentofcompetitor>  
Page number of the reference link : 1

## **Business partner**

The overall summary is based on the attached link.

Reference link for Business partner : <https://www.supalai.com/en/about/governance/employee-treatmentofpartner>  
Page number of the reference link : 1

## **Creditor**

The overall summary is based on the attached link.

Reference link for Creditor : <https://www.supalai.com/en/about/governance/employee-treatmentofcreditor>  
Page number of the reference link : 1

## **Government agencies**

The overall summary is based on the attached link.

Reference link for Government agencies : <https://www.supalai.com/en/about/corruption-policy>  
Page number of the reference link : 1-3

## **Community and society**

The overall summary is based on the attached link.

Reference link for Community and society : <https://www.supalai.com/en/about/governance/core-competencies>  
Page number of the reference link : 1

## **Good corporate governance policy**

The overall summary is based on the attached link.

Reference link for the other policy and guidelines : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 274-295

## **Right and Equitable Treatment of Shareholders, Role of Stakeholders and Business Sustainability**

### **Information on business code of conduct**

#### **Business code of conduct**

Business code of conduct : Yes

The overall summary is based on the attached link.

Reference link for the full version of business code of conduct : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 310

#### **Policy and guidelines related to business code of conduct**

Guidelines related to business code of conduct : Prevention of Conflicts of Interest, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Prevention of Misuse of Inside Information, Money laundering prevention, Gift giving or receiving, entertainment, or business hospitality, Compliance with laws, regulations, and rules, Information and assets usage and protection, Anti-unfair competitiveness, Information and IT system security, Environmental management, Human rights, Safety and occupational health at work

#### **Prevention of Conflicts of Interest**

The overall summary is based on the attached link.

Reference link for Prevention of Conflicts of Interest : <https://www.supalai.com/en/about/governance/employee-conflict>  
Page number of the reference link : 1

#### **Anti-corruption**

The overall summary is based on the attached link.

Reference link for Anti-corruption : <https://www.supalai.com/en/about/governance/employee-conflict>  
Page number of the reference link : 1

#### **Whistleblowing and Protection of Whistleblowers**

The overall summary is based on the attached link.

Reference link for Whistleblowing and Protection of Whistleblowers : <https://www.supalai.com/en/about/corruption-whistleblow>  
Page number of the reference link : 1

#### **Prevention of Misuse of Inside Information**

The overall summary is based on the attached link.

Reference link for Prevention of Misuse of Inside Information : <https://www.supalai.com/en/about/governance/employee-conflict>



Page number of the reference link : 1

## Money laundering prevention

The overall summary is based on the attached link.

Reference link for Money laundering prevention : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 459

## Gift giving or receiving, entertainment, or business hospitality

The overall summary is based on the attached link.

Reference link for Gift giving or receiving, entertainment, or business hospitality : <https://www.supalai.com/en/about/corruption-benefit>

Page number of the reference link : 1

## Compliance with laws, regulations, and rules

The overall summary is based on the attached link.

Reference link for Compliance with laws, regulations, and rules : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 309

## Information and assets usage and protection

The overall summary is based on the attached link.

Reference link for Information and assets usage and protection : <https://www.supalai.com/en/about/governance/employee-information>

Page number of the reference link : 1

## Anti-unfair competitiveness

The overall summary is based on the attached link.

Reference link for Anti-unfair competitiveness : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 295

## Information and IT system security

The overall summary is based on the attached link.

Reference link for Information and IT system security : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 409

## Environmental management

The overall summary is based on the attached link.

Reference link for Environmental management : <https://www.supalai.com/en/about/governance/employee-environment>

Page number of the reference link : 1

## Human rights

The overall summary is based on the attached link.

Reference link for Human rights : <https://www.supalai.com/en/about/governance/employee-human>

Page number of the reference link : 1

## Safety and occupational health at work

The overall summary is based on the attached link.

Reference link for Safety and occupational health at work : <https://www.supalai.com/en/about/governance/employee-occupational>

Page number of the reference link : 1

## Promotion of compliance with the business code of conduct

Promotion for the board of directors, executives, and employees to comply with the business code of conduct : Yes

The overall summary is based on the attached link.

Reference link for the process of promotion for the board of directors, executives, and employees to comply with the business code of conduct : [https://www.supalai.com/document/about/code\\_of\\_conduct\\_2025.pdf](https://www.supalai.com/document/about/code_of_conduct_2025.pdf)

Page number of the reference link : 1-4

## Participation in anti-corruption networks

Participation or declaration of intent to join anti-corruption networks : Yes

Anti-corruption networks or projects the company has joined or declared intent to join : Thai Private Sector Collective Action Against Corruption (CAC)  
CAC membership certification status : Certified  
Certification document of CAC membership status : ประกาศนียบัตร CAC-ต่ออายุครั้งที่ 2.pdf,  
Other anti-corruption networks or projects the company has joined : CAC Change Agent  
Certification document of Other anti-corruption networks or projects the company : EN SPALI CAC Chagne Agent Award 2024.pdf

## Information on material changes and developments in policy and corporate governance system over the past year

### Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter : Yes

Material changes and developments in policy and guidelines over the past year : Yes

The Audit Committee and all subcommittees review their charters annually.

Page 393, 398, 402, 406

## Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the SEC : Fully implement

The Board of Directors of Supalai Public Company Limited realize the importance of corporate governance and responsibilities to the society in the belief that good corporate governance will be a key element in enabling its business to achieve success. It will also create confidence that there is efficient management system with transparency and accountability to ensure confidence of shareholders, investors, stakeholders and all parties concerned, which will contribute to sustainable growth with quality and add value to the business.

The Board of Directors understands its roles, duties and responsibilities to the shareholders, as well as various parties concerned and is determined to conduct business under good corporate governance code principles (CG Code 2017) in accordance with good practices or regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand as well as other concerned regulations.

In addition, the Board of Directors has adopted and reviewed the policies including their implementation on part relating to 4 chapters of corporate governance, which consist of the following:

1. Rights and Equitable Treatment of Shareholders
2. Role of Stakeholders and Business Sustainability
3. Disclosure and Transparency
4. Board Responsibilities

This cover 8 Practices as follows:

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

The corporate governance policy, corporate governance guidelines, and Code of Conduct for directors, executives and employees are disclosed in full version on the Company's website ([www.supalai.com](http://www.supalai.com)) and the Company's intranet. In addition, the Code of Conduct in brief and cartoon version is also prepared to communicate and understand easily.

### **Other corporate governance performance and outcomes**

1. Evaluation of the quality of shareholder meetings, (AGM Checklist) full score of 100 Point, Excellent level

Performance Results : Consistent total score of 100 points. For the 12th consecutive year. (Year 2013 - 2024)

2. Surveying of excellent corporate governance practices among registered companies or CGR is rated in the top tier of 5 stars.

Performance Results : 5 stars, survey result in Excellent level. For the 12th consecutive year. (Year 2013 - 2024)

3. Member seal of commitment declaration for collaboration in CAC Change Agent project 3 stars.

Performance Results : 3 stars member seal. For the 3rd consecutive year. (Year 2022-2024)

# Corporate Governance Structure

Information on corporate governance structure

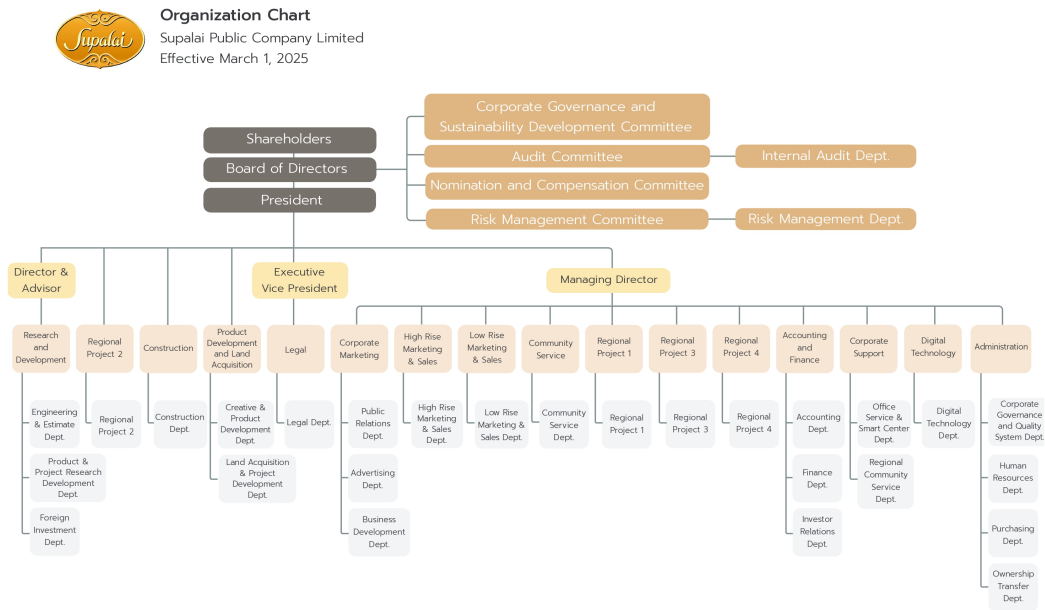
Corporate governance structure

Corporate governance structure diagram

Corporate governance structure as of date : 31 Dec 2024

Corporate governance structure diagram

## 7.1 Corporate Governance Structure



Supalai Public Company Limited 325 |

Organization Chart

Information on the board of directors

Information on the board of directors<sup>(2)</sup>

Remark: <sup>(2)</sup> According to the Company's management structure, there are 7 Committees, namely, the Board of Directors and the Advisor to the Board of Directors, the Audit Committee, the Nomination and Compensation Committee, the Corporate Governance and Sustainability Development Committee, the Risk Management Committee

Composition of the board of directors

	2024	
	Male (persons)	Female (persons)
Total directors	10	
	9	1

	2024	
	Male (persons)	Female (persons)
Executive directors	3	
	2	1
Non-executive directors	7	
	7	0
Independent directors	4	
	4	0
Non-executive directors who have no position in independent directors	3	
	3	0

	2024	
	Male (%)	Female (%)
Total directors	100.00	
	90.00	10.00
Executive directors	30.00	
	20.00	10.00
Non-executive directors	70.00	
	70.00	0.00
Independent directors	40.00	
	40.00	0.00
Non-executive directors who have no position in independent directors	30.00	
	30.00	0.00

Additional explanation : Displayed % (percentage) from proportion of total board of directors

	2024	
	Male (years)	Female (years)
Average director age	69	
	69	75

The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
<p>1. Dr. PRATEEP TANGMATITHAM  Gender: Male  Age : 75 years  Highest level of education : Honorary degree  Study field of the highest level of education : Innovative Real Estate Development  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 632,009,755 Shares (32.360075 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 122,933,850 Shares (6.294442 %)</li> </ul>	<p>Chairman of the Board of Directors  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	26 Jun 1989	Property Development, Architecture, Design, Risk Management, Strategic Management
<p>2. Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG  Gender: Male  Age : 81 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Finance  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 2,791,632 Shares (0.142937 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	5 Oct 1992	Finance, Accounting, Economics, Banking, Governance/ Compliance

List of directors	Position	First appointment date of director	Skills and expertise
<p>3. Mrs. AJCHARA TANGMATITHAM  Gender: Female  Age : 75 years  Highest level of education : Master's degree  Study field of the highest level of education : Finance  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 123,933,850 Shares (6.345644 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 632,009,755 Shares (32.360075 %)</li> </ul>	<p>Vice-chairman of the Board of Directors  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	26 Jun 1989	Finance, Accounting, Sustainability, Property Development, Law
<p>4. Mr. ANANT GATEPITHAYA  Gender: Male  Age : 72 years  Highest level of education : Master's degree  Study field of the highest level of education : Management  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	22 Jan 2001	Finance, Banking, Accounting, Internal Control, Risk Management

List of directors	Position	First appointment date of director	Skills and expertise
<p>5. Mr. PRASAS TANGMATITAM  Gender: Male  Age : 73 years  Highest level of education : Master's degree  Study field of the highest level of education : Economics  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	25 Apr 2001	Economics, Data Analysis, Property Development, Governance/ Compliance, Engineering
<p>6. Mr. TRITECHA TANGMATITHAM  Gender: Male  Age : 45 years  Highest level of education : Master's degree  Study field of the highest level of education : Marketing and Strategic Management  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 2,189,100 Shares (0.112086 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	21 Apr 2009	Marketing, Data Analysis, Property Development, Sustainability, Risk Management



List of directors	Position	First appointment date of director	Skills and expertise
<p>7. Assist Prof. ASWIN BIJAYAYODHIN  Gender: Male  Age : 83 years  Highest level of education : Master's degree  Study field of the highest level of education : Architecture  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	10 May 2011	Design, Architecture, Law, Property Development, Engineering
<p>8. Mr. ATIP BIJANONDA  Gender: Male  Age : 65 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Management  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 7,696,175 Shares (0.394058 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	2 Mar 1992	Finance, Banking, Property Development, Strategic Management, Risk Management

List of directors	Position	First appointment date of director	Skills and expertise
<p>9. Mr. KRID CHANCHAROENSUK  Gender: Male  Age : 53 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Law  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 9,600 Shares (0.000492 %)</li> <li>• Shareholding by persons related to the directors, executives according to Section 59 (shares) : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	22 Apr 2014	Law, Property Development
<p>10. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT  Gender: Male  Age : 77 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Doctorado de Estado, Facultad de Ciencia Politica, Universidad Complutense  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 2,300 Shares (0.000118 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	14 Oct 2015	Economics, Strategic Management, Governance/ Compliance, Sustainability, Public Administration

Additional explanation:

(\*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence

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

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

(\*\*) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

## List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. Dr. PRATEEP TANGMATITHAM	Chairman of the Board of Directors	✓				✓
2. Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG	Director		✓	✓		
3. Mrs. AJCHARA TANGMATITHAM	Vice-chairman of the Board of Directors	✓				✓
4. Mr. ANANT GATEPITHAYA	Director		✓	✓		
5. Mr. PRASAS TANGMATITAM	Director		✓		✓	
6. Mr. TRITECHA TANGMATITHAM	Director	✓				✓
7. Assist Prof. ASWIN BUJAYAYODHIN	Director		✓	✓		
8. Mr. ATIP BIJANONDA	Director		✓		✓	
9. Mr. KRID CHANCHAROENSUK	Director		✓		✓	✓
10. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT	Director		✓	✓		
<b>Total (persons)</b>		<b>3</b>	<b>7</b>	<b>4</b>	<b>3</b>	<b>4</b>

### Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Economics	3	30.00
2. Banking	3	30.00
3. Property Development	7	70.00
4. Law	3	30.00
5. Marketing	1	10.00
6. Accounting	3	30.00
7. Finance	4	40.00
8. Sustainability	3	30.00
9. Data Analysis	2	20.00
10. Engineering	2	20.00
11. Architecture	2	20.00
12. Design	2	20.00
13. Strategic Management	3	30.00
14. Risk Management	4	40.00
15. Internal Control	1	10.00
16. Governance/ Compliance	3	30.00
17. Public Administration	1	10.00

### Information about the other directors

	2024
The chairman of the board and the highest-ranking executive are from the same person <sup>(3)</sup>	Yes
The chairman of the board is an independent director	No
The chairman of the board and the highest-ranking executive are from the same family	Yes
Chairman is a member of the executive board or taskforce	Yes
The company appoints at least one independent director to determine the agenda of the board of directors' meeting	Yes

Additional explanation : <sup>(\*)</sup> Composition of the Board of Directors is calculated from the Board of Directors data in the year 2022 onwards

<sup>(\*\*)</sup> If a remark is specified, the remark from the most recent year will be displayed

Remark: <sup>(3)</sup> Dr.Prateep Tangmatitham

### The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of : Have  
directors and the Management

Methods of balancing power between the board of directors and Management : Appointing one independent director to jointly consider setting the board meeting agenda

The overall summary is based on the attached link.

Reference link for the measures for balancing the power between the board of directors and the management : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 333-335

## Information on the roles and duties of the board of directors

Board charter : Have

The overall summary is based on the attached link.

Reference link for the board charter : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 335-340

## Information on subcommittees

## Information on subcommittees

## Information on roles of subcommittees

## Roles of subcommittees

### Board of Directors

#### Role

##### • Other

1. Establishment of Business Directions, Policies and Strategies
2. Monitoring of Operations of the Management for Inspection of Balance and Consistency with Directions of the Company
3. Self-Assessment

#### Scope of authorities, role, and duties

The duties and responsibilities of the Board of Directors are divided into 2 areas as follows:

1. Establishment of Business Directions, Policies and Strategies
  - Providing an adequate system or mechanism to ensure that the Company's operations are in accordance with the laws, objectives, goals, Articles of Association and operating policies, including resolutions of the Shareholders' Meeting and protecting the interests of the Company based on the principles of good corporate governance.
  - Defining a vision, mission, corporate values, strategic direction, objectives, main goals, and operating policy of the Company; Vision, mission, corporate values, strategic directions, objectives, main goals and operating policy of the Company are reviewed on a regular basis and approved annually. The Management is monitored and supervised to implement such matters in accordance with the established policies and plans efficiently and effectively to be consistent with the business plan of the Company.
  - Controlling and oversight the operations of the Company to be in accordance with the rules and regulations of relevant agencies, being responsible and protecting the interests of shareholders to create values to the business sustainably, disclosing information to shareholders and all relevant parties adequately, correctly, completely and transparently with standards.
  - Ensuring that there are clear anti-corruption policies and practices and complaint handling mechanism and communicating them to all levels of the organization and third parties for practical operations.
  - Consent to important strategies and operating policies, including objectives, financial goals, and the Company's action plans, and following up, evaluating and supervising the report on performances in order to comply with the specified plans, objectives and goals.
  - Considering and approval the annual budget for the Company's investment and business operations as well as supervising the use of the Company's resources.
  - Appointing and clearly defining the scope of duties of the Executive Committee and the Management Committee.

- Considering and appointing sub-committees to provide assistance in performing duties in accordance with the responsibilities of the Board of Directors, and clearly defining the scope of duties of the sub-committees and preparing the report on performances of the sub-committees.
- Promoting the application of information technology as a part of the strategy and operation by ensuring that information technology is used to increase business opportunities, performance development and sustainability of the business.
- Focusing on and supporting innovation that creates added values to the business while creating benefits for customers or related parties, society and environment.
- Providing a mechanism to ensure that shareholders take part in making decisions on important matters of the Company and organizing an annual general meeting of shareholders within 4 months from the closing date of the Company's year-end account and holding an extraordinary general meeting of shareholders when necessary to be orderly, transparently, and efficiently and facilitate shareholders to exercise their rights.
- Establishing a mechanism for supervising policies and operations of subsidiaries and other businesses in which the Company significantly invests.
- Organizing the Board of Directors' Meeting every quarter by determining the meeting schedule and agenda in advance. At the meeting, there must be not less than one-half of the directors attending the meeting. The final decision of the meeting shall be made by a majority vote. In the case of a tie vote, the Chairman of the meeting shall have a casting vote.
- Encouraging the Management Committee, executives, or other related parties to attend a meeting in order to provide additional details as it pertains to the issue directly.
- Providing advices, jointly discussing issues widely and thoroughly, making decisions with careful discretion on matters proposed in accordance with the agenda of the Board of Directors' Meeting, and being independent to propose matters that are beneficial to the Company to the agenda.
- Preparing a report of the Board of Directors' responsibility for financial reports by presenting together with the auditor's report in the annual registration statement/the annual report (Form 56-1 One Report) and covering important matters in accordance with the policy on good practices for directors of listed companies of the Stock Exchange of Thailand.
- Reporting stakes by recording in the minutes of the Board of Directors' Meeting.
- Determining and amending the names of the directors authorized to sign and bind the Company.
- Delegating authority to the Chief Executive officer for the Company's business operations, including the authority to appoint and dismiss employees of the Company, as well as determining remuneration in accordance with the policy of the Board of Directors, and delegating authority to perform operations to employees that is consistent with the business situation.
- Promoting the application of information technology to disseminate information and to be able to access additional necessary information. If necessary, the Board of Directors can provide opinions from independent advisors or external professionals at the expense of the Company.
- Participating in building and driving an ethical organizational culture whereas the Board of Directors should behave as a model as a leader of corporate governance.

## 2. Monitoring of Operations of the Management for Inspection of Balance and Consistency with Directions of the Company

Such assignment shall not release the duties and responsibilities of the Board of Directors. The Board of Directors should also monitor the Management to perform its assigned duties as follows:

### 2.1. Corporate Governance

- Monitoring and supervising the Management Committee to operate businesses with social and environmental responsibility included in the Operational Plan and applying the strategic plan to the Operational Plan in accordance with the strategic plans, main goals and objectives of the Company, including establishing a framework for budget allocation and resource management for the efficient and effective development, considering the impacts and development of resources throughout the value chain.
- The Management Committee reports the performances at least once a quarter in order to be able to control and supervise the performances of the Management Committee continuously and timely.
- Non-executive directors hold meetings as necessary to discuss issues on management that are in the limelight without the Management attending the meeting and report it to the Chief Executive officer for acknowledgment.
- Ensuring that there is adequate monitoring of the financial liquidity and solvency of the entity and providing plans for solution to recover the operational status in the event that financial difficulties occur or are likely to occur.

- Monitoring, managing and following the solution of potential conflicts of interest and connected transactions to be in accordance with the procedures and information disclosure stipulated by the laws, including the prevention of improper use of the Company's assets, information and opportunities and transactions made with those who have a connected relationship with the Company in an inappropriate manner.
- Supervising departments and persons responsible for investor relations, determining the direction, supporting operations on investor relations, and ensuring that there is an appropriate and fair communication channel with each group of shareholders and stakeholders, such as investors, analysts and the media.
- Providing accounting, financial reporting and auditing systems, including ensuring that there are an efficient, effective of internal control and internal audit system.
- Preparing of financial statement at the end of the Company's fiscal year and proposing them to the Shareholders' Meeting at the Annual General Meeting to consider and approve the balance sheet and profit and loss account; The Board of Directors must allow the auditors to complete the audit before presenting it to the Shareholders' Meeting.
- Providing complete, accurate and sufficient financial information and general information that are important to shareholders and verifying the authentication of the reported information.
- Providing accurate, clear, transparent, and reliable disclosure of financial and non-financial information with high standards.

#### 2.2. Internal Control and Risk Management

- Establishing guidelines for risk management comprehensively and ensuring that the executives provide an internal control system or effective risk management processes.
- Providing the internal control and audit, as well as establishing a system for financial and operational control, supervising operations, and controlling and managing risks.

#### 2.3. Determination of Remuneration of Directors

- The Board of Directors is responsible for proposing directors' remuneration to the Shareholders' Meeting for approval by considering the structure and the rate of remuneration to be suitable for duties and responsibilities and motivating the Board of Directors to lead the organization to achieve both short-term and long-term goals.

#### 2.4. Determination of Remuneration of Executive Management

- Appointing and determining the remuneration of the Chairman of the Executive Committee.
- Ensuring that there is an appropriate system or mechanism for remuneration payment of senior executives in order to create both short-term and long-term motivation for performance which is in line with the main objectives and goals of the Company.
- The Board of Directors is responsible for evaluating the performances of executive management and determines the remuneration based on their performances.

#### 3. Self-Assessment

The Board of Directors provides an annual performance assessment of the Board of Directors, sub-committees and individual directors at least once a year through the Nomination and Compensation Committee. The results are applied to the development of the directors' performance of duties.

#### 4. Appointment of Qualified Persons to Act as Company Secretary

#### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## Audit Committee

### Role

- Audit Subcommittee
- Other
  - Risk Management
  - Internal control system
  - Compliance with the laws relating to the Company's businesses.
  - Connected transactions or transactions that may have conflicts of interest.
  - Compliance with anti-corruption measures.
  - Internal Audit
  - Considering, selecting and nominating the appointment of an independent person to act as the Company's auditor,
  - Termination of employment of the former external auditor

### Scope of authorities, role, and duties

1. Reviewing the Company's accurate financial reports and sufficient disclosure, including reviewing reports on non-financial operating results and also providing opinions and considering management approaches to ensure appropriate and transparent operations according to the guidelines.
2. Reviewing the Company's appropriate and effective internal control system and internal audit and considering the independence of the Internal Audit Section as well as approving a proposal of appointment, transfer and termination of the Head of the Internal Audit Section or any other section responsible for internal audit.
3. Reviewing the Company's compliance with the law on securities and exchange of Thailand, requirements of the Stock Exchange of Thailand or laws relating to the Company's business.
4. Reviewing the efficiency and appropriateness of the risk management and also providing suggestions and systematically follow up the progress of significant risk management.
5. Reviewing the Company's measures of internal control, including supervising, complying with anti-corruption measures, assessing risks, providing suggestions and reporting the audit results according to anti-corruption measures to the Board of Directors for acknowledgment on a regular basis.
6. Considering, selecting and nominating the appointment of an independent person to act as the Company's auditor, including proposing the re-election of the external auditor, the termination of employment of the former external auditor and the remuneration of such person, as well as attending a meeting with the auditor without the Management at least once a year.
7. Considering related transaction or transactions that may have conflicts of interest to be in accordance with the laws and regulations of the Stock Exchange of Thailand, in order to ensure that such transactions are reasonable and are for the utmost benefits to the Company.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>



## Executive Committee

### Role

#### • Other

1. Establishing guidelines, goals, strategies, action plan, annual budget and management authority of the Company to propose to the Board of Directors for approval.
2. Supervising the management and operations of the Company to be efficient and effective and inspecting, monitoring and evaluating the Company's performance in accordance with the approved business plan.

### Scope of authorities, role, and duties

#### Duties and Responsibilities of the Executive Committee

1. Establishing guidelines, goals, strategies, action plan, annual budget and management authority of the Company to propose to the Board of Directors for approval.
2. Supervising the management and operations of the Company to be efficient and effective and inspecting, monitoring and evaluating the Company's performance in accordance with the approved business plan.
3. Reviewing the performances at intervals to find solutions rapidly to achieve business goals.
4. Evaluating and screening large-scale investment projects and annual budgets before submitting them to the Board of Directors for consideration.
5. Establishing organizational structure and effective management, covering the recruitment, training, employment and dismissal of the Company's employees, executives and top management.
6. Providing information to the Board of Directors on making decisions on important matters and performing any other duties assigned by the Board of Directors.
7. Being a representative of the Company and acting on behalf of the Company with third parties.
8. Having the authority to consider and approve the investment expenditures for land purchases within the limit of each item of not exceeding 200 million baht per time.
9. The Executive Committee has the right to attend trainings or participate in an activity in order to enhance knowledge on relating work by using the Company's resources.
10. Preparing a succession plan and development plan for top management position and also reporting the implementation of the plan to the Nomination and Compensation Committee and the Board of Directors for consideration.
11. Providing the risk management and supervising the compliance with internal control principles.
12. Providing a manual on operating authority that is suitable for responsibilities of the Management Committee.
13. Allocating resources, development and budget, such as human resource management policy and plan and information technology policy.
14. Supervising the disclosure of financial and non-financial information to be complete, correct and reliable.

In addition, two executive directors have authority to approve the purchase of land within the limit of each item of not more than 100 million baht per time. The Executive Committee has the power to approve the amount exceeding 100 million baht but not more than 200 million baht. Each Executive Committee has the authority to consider and approve the purchase of construction materials within the limit of each item according to the operating authority.

However, the above authorization to the executive director must not be in the manner that allows the authorized person to be able to approve transactions in which he/she or a person may have a conflict, interests, or a conflict of interest in any other way with the Company or its subsidiary, unless it is the Company's normal course of business and a resolution of the Board of Directors' Meeting with independent directors is obtained and a framework for consideration is clearly established only. This shall be in accordance with the criteria of the Office of the Securities and Exchange Commission, Thailand and the Regulations of the Stock Exchange of Thailand or as specified by other government agencies.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## The Nomination and Compensation Committee

### Role

- Nomination Subcommittee
- Remuneration Subcommittee
- Other
  - Considering the structure and the composition of the Board of Directors
  - Reviewing the policy on diversity of structure of the Company's directors to be in line with Company's business strategies.
- Reviewing and improving the charter of the Nomination and Compensation Committee
- Considering the knowledge development plan of existing directors and new directors to be appropriate and consistent with the roles

### Scope of authorities, role, and duties

#### Nomination

1. Reviewing and establishing rules and procedures for transparent and clear recruitment and proposing it to the Board of Directors for approval before nominating directors who complete their terms.
2. Determining and reviewing rules and methods for recruitment in accordance with with the Board Skill Matrix.
3. Inspecting backgrounds, selecting and screening qualified persons to be the Company's directors.
4. Considering the qualifications of persons holding the position of independent director.
5. Considering, selecting and screening qualified persons to be the Chief Executive Officer and proposing it to the Board of Directors for approval.

#### Compensation

1. Considering and screening the Compensation of Directors.
2. Establishing the criteria for the annual performance evaluation of the Chairman of the Executive Committee and considering the criteria and remuneration structure of the Chairman of the Executive Committee and the executives at the level of Assistant Managing Director or higher level.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## The Corporate Governance and Sustainability Development Committee

### Role

- Nomination Remuneration Subcommittee
- Sustainability Subcommittee
- Other
  - To review and amend the Committee Charter and propose to the Board of Director for approval
  - To arrange in place a system to receive complaints from interest persons in the case concerning corporate governance and business ethics and code of conduct for directors, executives and employees.

### Scope of authorities, role, and duties

1. To review the good corporate governance principle (CG Code) by means that are suitable to the Company's business.
2. To provide recommendations relating to business ethics and code of conduct for directors, executives and employees.
3. To review the Corporate Governance Policy Manual and policies relating to sustainability management to ensure continuity and appropriateness for the Company's business.
4. To encourage the dissemination of good corporate governance culture for understanding by the executives and employees of every level and with real practice.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## The Risk Management Committee

### Role

- RiskManagement Subcommittee

### Scope of authorities, role, and duties

1. To specify the policy and guidelines for risk management relating to the business operations of the Company appropriately and effectively.
2. To specify, review and approve the risk management plan which covers the major risk categories, such as strategy risk, operation risk, financial risk, compliance risk, corruption risk, market risk, cyber risk, emerging risk and materiality issues regarding the sustainability of the company covering environmental, climate change, social and corporate governance aspects (ESG).
3. To approve Corporate Risk Map and Risk Radar Chart by considering the relationship of risks, impact on each unit of the Company, and risk level.
4. To set up Risk appetite.
5. To degree of Risk by Likelihood and Impact of major Risk.
6. To follow up and assess the degree of risk to be continuous and oversee the Business Continuity Plan.
7. To consider material issues on sustainability of the company covering environmental, climate change, social and corporate governance aspects (ESG).
8. To establish the internal control system that covers all aspects.
9. To consider and review the risk management guidelines and tools for efficiency and proper to the nature and size of risk each of transactions conducted by the Company while also providing comments and suggestions on key issues regarding the risk management of the Company.
10. The Risk Management Committee is authorized to invite the executives, concerned persons, or specialists to attend meeting for further clarification so that the Committee can efficiently perform duties under the Charter.
11. To oversee and promote communication, activity or process to operate to create awareness about risk management. By providing trainings approach to risk management to executives and employees.
12. To consider and approve produce a risk management manual to be distributed to employees.
13. To oversee and promote the Risk Management Culture throughout the organization for sustainable growth.
14. To oversee and promote for people in the Company to take a knowledge test regarding the risk management policy and structure as well as their responsibilities toward such matters.
15. Member of the Risk Management Committee are entitled to attend trainings and activities to increase their knowledge in related fields using resources of the Company.
16. To oversee and monitor the development of innovations and resource management for corporate risk management so that the business can provide the support plan for changes that cover economic, social and environmental aspects. environmental, climate change, social and corporate governance aspects (ESG).
17. To perform any other duties assigned by the Board of Directors.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## The Independent Directors Committee

### Role

#### • Other

- Considering and providing suggestions and opinions on strategies and sustainability that should be performed and are beneficial to other related stakeholders.

### Scope of authorities, role, and duties

#### Chairman of the Independent Directors

1. Presiding over the Independent Directors' Meeting (Non-executive Director) which is held at least once a year.
2. Being a leader and a coordinator for any opinions and observations of independent directors in order to propose them to the Board of Directors.
3. Being a coordinator to contact among shareholders and independent directors (if any).
4. Being responsible for performing specific operations required to be carried out by independent directors.

#### Independent Directors

1. Considering and providing suggestions and opinions on strategies and sustainability that should be performed and are beneficial to other related stakeholders.
2. The independent director may seek advices from experts to provide assistance in performing duties efficiently under the charter at the expenses of the Company.
3. Reviewing the Company's compliance with the requirements / regulations of listed company supervising agencies relating to independent directors.
4. Reviewing and improving the charter of independent directors to be appropriate and up to date.
5. Independent Directors shall be entitled to attend trainings or activities in order to enhance work-related knowledge by using the Company's resources.
6. Independent directors annually perform the self-assessment to certify their qualifications of independence in accordance with the criteria set by the Capital Market Supervisory Board.

### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## The Management Committee

### Role

#### • Other

- 1. Performing operations in accordance with the Company's policies, directions, strategies goals and management structure for the highest efficiency and effectiveness.
- 2. Performing operations in accordance with the business plan and budget approved by the Executive Committee with integrity, honesty and carefulness in order to protect the highest benefits of the Company and shareholders.
- 3. Monitoring the performances of the Company to be in accordance with the policy, action plan and budget received.

### Scope of authorities, role, and duties

#### Duties and Responsibilities of the Management Committee

1. Performing operations in accordance with the Company's policies, directions, strategies goals and management structure for the highest efficiency and effectiveness.
2. Performing operations in accordance with the business plan and budget approved by the Executive Committee with integrity, honesty and carefulness in order to protect the highest benefits of the Company and shareholders.
3. Performing operations according to the risk management system and supervising the compliance with the internal control principles.
4. Reviewing the manual on operating authority to be suitable for responsibilities of the Management Committee.
5. Implementing the framework of resource allocation, development and budget, such as human resource management policy and plan and information technology policy.
6. Supervising general administration as identified in the Company's regulations.
7. Monitoring the performances of the Company to be in accordance with the policy, action plan and budget received.
8. Having other authorities that are necessary for the Company's operations as assigned by the Board of Directors' Meeting and/or the Executive Committee's Meeting.
9. Communicating with external stakeholders of the organization as necessary according to the assigned authority. However, the above authorization to the Management Committee must not be in the manner that allows the authorized person to be able to approve transactions in which he/she or a person may have a conflict or a conflict of interest in any other way with the Company or its subsidiary, unless it is the Company's normal course of business and a resolution of the Board of Directors' Meeting with independent directors is obtained and a framework for consideration is clearly established only. This shall be in accordance with the criteria of the Office of the Securities and Exchange Commission and the Regulations of the Stock Exchange of Thailand or as specified by other government agencies.

#### Reference link for the charter

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## Information on each subcommittee

### List of audit committee

List of directors	Position	Appointment date of audit committee member	Skills and expertise
<p>1. Mr. ANANT GATEPITHAYA  Gender: Male  Age : 72 years  Highest level of education : Master's degree  Study field of the highest level of education : Management  Thai nationality : Yes  Residence in Thailand : Yes  Expertise in accounting information review : No</p>	<p>Chairman of the audit committee  (Non-executive directors, Independent director)   Director type : Existing director</p>	13 Nov 2018	Finance, Banking, Accounting, Internal Control, Risk Management
<p>2. Assist Prof. ASWIN BIJAYAYODHIN  Gender: Male  Age : 83 years  Highest level of education : Master's degree  Study field of the highest level of education : Architecture  Thai nationality : Yes  Residence in Thailand : Yes  Expertise in accounting information review : No</p>	<p>Member of the audit committee  (Non-executive directors, Independent director)   Director type : Existing director</p>	10 May 2011	Design, Architecture, Law, Property Development, Engineering
<p>3. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT  Gender: Male  Age : 77 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Doctorado de Estado, Facultad de Ciencia Politica, Universidad Complutense  Thai nationality : Yes  Residence in Thailand : Yes  Expertise in accounting information review : No</p>	<p>Member of the audit committee  (Non-executive directors, Independent director)   Director type : Existing director</p>	13 Nov 2018	Economics, Strategic Management, Governance/ Compliance, Sustainability, Public Administration

Additional explanation :

(\*) Directors with expertise in accounting information review

## List of executive committee members

List of committee members	Position	Appointment date of executive committee member
1. Dr. PRATEEP TANGMATITHAM Gender: Male Age : 75 years Highest level of education : Honorary degree Study field of the highest level of education : Innovative Real Estate Development Thai nationality : Yes Residence in Thailand : Yes	Chairman of the executive committee	26 Jun 1989
2. Mrs. AJCHARA TANGMATITHAM Gender: Female Age : 75 years Highest level of education : Master's degree Study field of the highest level of education : Finance Thai nationality : Yes Residence in Thailand : Yes	Vice-chairman of the executive committee	26 Jun 1989
3. Mr. TRITECHA TANGMATITHAM Gender: Male Age : 45 years Highest level of education : Master's degree Study field of the highest level of education : Marketing and Strategic Management Thai nationality : Yes Residence in Thailand : Yes	Member of the executive committee	21 Apr 2009

### Other Subcommittees

Subcommittee name	Name list	Position
The Nomination and Compensation Committee	Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG	The chairman of the subcommittee (Independent director)
	Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT	Member of the subcommittee (Independent director)
	Mrs. AJCHARA TANGMATITHAM	Member of the subcommittee
The Corporate Governance and Sustainability Development Committee	Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT	The chairman of the subcommittee (Independent director)
	Mr. ATIP BIJANONDA	Member of the subcommittee
	Mr. PRASAS TANGMATITAM	Member of the subcommittee
	Mr. TRITECHA TANGMATITHAM	Member of the subcommittee

Subcommittee name	Name list	Position
The Risk Management Committee	Mr. ATIP BIJANONDA	The chairman of the subcommittee
	Mr. ANANT GATEPITHAYA	Member of the subcommittee (Independent director)
	Mr. TRITECHA TANGMATITHAM	Member of the subcommittee
	Mr. KRID CHANCHAROENSUK	Member of the subcommittee
The Independent Directors Committee	Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG	The chairman of the subcommittee (Independent director)
	Mr. ANANT GATEPITHAYA	Member of the subcommittee (Independent director)
	Assist Prof. ASWIN BIJAYAYODHIN	Member of the subcommittee (Independent director)
	Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT	Member of the subcommittee (Independent director)
The Management Committee	Dr. PRATEEP TANGMATITHAM	The chairman of the subcommittee
	Mrs. AJCHARA TANGMATITHAM	Vice-chairman of the subcommittee
	Mr. TRITECHA TANGMATITHAM	Member of the subcommittee
	Mrs. Varunee Lapitananuvat	Member of the subcommittee
	Mr. Kittipong Sirilaktrakun	Member of the subcommittee
	Mr. Boonchai Chaiananbovorn	Member of the subcommittee
	Ms. Tanwarat Punyaratana	Member of the subcommittee
	Mrs. Siriporn Wangsapar	Member of the subcommittee
	Mr. Rachai Piyavajanusorn	Member of the subcommittee
	Mr. KRID CHANCHAROENSUK	Member of the subcommittee
	Mr. Chaijak Watanyoo	Member of the subcommittee

Information on the executives

Information on the executives

List and positions of the executive

List of the highest-ranking executive and the next four executives



List of executives	Position	First appointment date	Skills and expertise
<p>1. Dr. PRATEEP TANGMATITHAM<sup>(*)</sup>  Gender: Male  Age : 75 years  Highest level of education : Honorary degree  Study field of the highest level of education : Innovative Real Estate Development  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : Yes  Accounting supervisor : No</p>	<p>Chief Executive Officer  (The highest-ranking executive)</p>	26 Jun 1989	Property Development, Architecture, Design, Risk Management, Strategic Management
<p>2. Mrs. AJCHARA TANGMATITHAM  Gender: Female  Age : 75 years  Highest level of education : Master's degree  Study field of the highest level of education : Finance  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	Executive Vice President	26 Jun 1989	Finance, Accounting, Sustainability, Property Development, Law
<p>3. Mr. TRITECHA TANGMATITHAM  Gender: Male  Age : 45 years  Highest level of education : Master's degree  Study field of the highest level of education : Marketing and Strategic Management  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	Managing Director	21 Apr 2009	Marketing, Data Analysis, Property Development, Sustainability, Risk Management
<p>4. Mrs. Varunee Lapitananuvat  Gender: Female  Age : 61 years  Highest level of education : Master's degree  Study field of the highest level of education : Finance  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	Deputy Managing Director	28 Feb 2016	Banking, Finance, Human Resource Management, Procurement, Risk Management

List of executives	Position	First appointment date	Skills and expertise
5. Mr. Kittipong Sirilaktrakun Gender: Male Age : 57 years Highest level of education : Master's degree Study field of the highest level of education : Engineering Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Deputy Managing Director	11 Mar 2019	Property Development, Project Management, Engineering, Strategic Management, Risk Management
6. Mr. Boonchai Chaiananbovorn Gender: Male Age : 60 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Deputy Managing Director	25 Feb 2021	Property Development, Project Management, Engineering, Risk Management, Leadership
7. Mrs. Siriporn Wangsapar <sup>(*)</sup> Gender: Female Age : 44 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : Yes Accounting supervisor : No	Assistant Managing Director	11 Mar 2019	Accounting, Finance, Risk Management, Budgeting, Audit

Additional Explanation :

(\*) Highest responsibility in corporate accounting and finance

(\*\*) Accounting supervisor

(\*\*\*) Appointed after the fiscal year end of the reporting year

## Remuneration policy for executive directors and executives

There are rules for performance evaluation of the Chairman of the Executive Committee based on the management under the mission, vision and strategy of the Company, business goals and annual business plan. Plus, economic, social, environmental and governance performances shall be a part of the performance indicators of the Chairman of the Executive Committee to reflect the organization's awareness of sustainability integration as a part of sustainable business operations. There are two areas of indicator defined as follows:

1. Economic area consists of: business performances, inventory management  
And customer satisfaction.
2. Social, environmental, and governance area reflects sustainable business operations.

Reference link for remuneration policy for executive directors and executives : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 355-356

Does the board of directors or the remuneration committee have an opinion on the remuneration policy for executive directors and executives : Yes

#### Remuneration of Chief Executive Officer

The Company specified a remuneration policy of the Chief Executive Officer, which the Board of Directors are assigned to consider the results of the Company's operation based on indicator (KPI: Key Performance Indicator) approved by the meeting of Board of Directors, thereafter the Nomination and Compensation Committee will consider the results of performance and remuneration of the Chief Executive Officer to comply with the result of performance based on indicators.

There are rules for performance evaluation of the Chairman of the Executive Committee based on the management under the mission, vision and strategy of the Company, business goals and annual business plan. Plus, economic, social, environmental and governance performances shall be a part of the performance indicators of the Chairman of the Executive Committee to reflect the organization's awareness of sustainability integration as a part of sustainable business operations. There are two areas of indicator defined as follows:

1. Economic area consists of: business performances, inventory management And customer satisfaction.
2. Social, environmental, and governance area reflects sustainable business operations.

#### Remuneration of Executive Management

The Company has adopted the policy and criteria in providing remuneration to the executives by assigning the Nomination and Compensation Committee to assess the performance of the Executive Management, determine Key Performance Indicators (KPIs) and the remuneration in the form of cash to be in accordance with the operational results of the Company and the performance of each executive by considering and screening the remuneration Executive Management, namely, the Chief Executive Officer, Executive Vice President, Managing Director, Deputy Managing Director, and Chief Financial Officer in order to be considered and approved by the Board of Directors every year.

### Remuneration of executive directors and executives

#### Monetary remuneration of executive directors and executives

	2022	2023	2024
Total remuneration of executive directors and executives (baht)	171,411,000.00	147,689,000.00	152,440,000.00
Total remuneration of executive directors (baht)	0.00	0.00	0.00
Total remuneration of executives (baht)	171,411,000.00	147,689,000.00	152,440,000.00

Total of salary and special compensation

#### Other remunerations of executive directors and executives

	2022	2023	2024
Company's contribution to provident fund for executive directors and executives (Baht)	6,370,000.00	6,403,000.00	6,482,000.00
Employee Stock Ownership Plan (ESOP)	Yes	No	No
Employee Joint Investment Program (EJIP)	No	No	No

Non-monetary Remuneration or Other Benefits as the Company's Employees

1. Receiving a special discount every 5 years for the right to buy a residence, including a house with land or a condominium project developed by the Company.

2. Annual health checkup

## Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors : 0.00  
and executives in the past year  
Estimated remuneration of executive directors and executives : 0.00  
in the current year

## Other significant information

## Other significant information

## Assigned person

### List of persons assigned for accounting oversight

General information	Email	Telephone number
1. Ms. Wannisa Pattharasintawee	wannisa.pat@supalai.com	0 2725 8888 ต่อ 82807

### List of the company secretary

General information	Email	Telephone number
1. Mrs. Varunee Lapitananuvat	varunee.lap@supalai.com	0 2725 8888 ต่อ 82801

### List of the head of internal audit or outsourced internal auditor

General information	Email	Telephone number
1. Ms. Toophong Hirunyanulak	toophong.hir@supalai.com	0 2725 8888 ต่อ 81201

### List of the head of the compliance unit

General information	Email	Telephone number
1. Mr. Krid Chancharoensuk	krid.cha@supalai.com	0 2725 8888 ต่อ 82401
2. Ms. Toophong Hirunyanulak	toophong.hir@supalai.com	0 2725 8888 ต่อ 81201

## Head of investor relations

Does the Company have an appointed head of investor : Have  
relations

### List of the head of investor relations

General information	Email	Telephone number
1. Ms. Ravewan Wongsinsakul,	ir_spali@supalai.com	0 2725 8888 ต่อ 82204

## Company's auditor

### Details of the company's auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
EY OFFICE LIMITED 33RD FLOOR, LAKE RAJADA OFFICE COMPLEX, 193/136-137 RAJADAPISEK ROAD KHLONG TOEI KHLONG TOEI Bangkok 10110 Telephone +66 2264 9090	2,650,000.00	Types of non-audit service : Tax advisory fees  Details of non-audit service : Tax advisory services  Amount paid during the fiscal year 967,000.00 baht Amount to be paid in the future 0.00 baht Total non-audit fee 967,000.00 baht	1. Ms. KRONGKAEW LIMKITTIKUL Email: krongkaew.limkittikul@th.ey.com License number: 5874

#### Details of the auditors of the subsidiaries

Audit fee (Baht)	Other service fees
7,327,348.00	Types of non-audit service : Tax advisory fees  Details of non-audit service : Tax advisory services  Amount paid during the fiscal year 2,608,265.00 baht Total non-audit fee 2,608,265.00 baht

#### Assigned personnel in case of a foreign company

Does the company have any individual assigned to be : No  
representatives in Thailand

# Performance Report on Corporate Governance

## Information about the summary of duty performance of the board of directors over the past

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

2024 has been another challenging year, however, the Company has been able to navigate through challenges with stability, backed by its strong financial position and effective risk management. This year, the Company was able to launch 41 new low-rise and condominium projects worth 52,380 million Baht. The total domestic sales amounted to 26,743 million Baht., divided into 37 low-rise projects (16 projects in Bangkok and its vicinity, 21 projects in the region) and 4 condominium projects.

The real estate market in 2025 is expected to expand slightly compared to the previous year. However, developers will continue to face challenges from several key factors affecting consumer confidence and market growth. One of the most noticeable changes is that many real estate companies have announced policies to refrain from launching new projects or to reduce the number of new project launches. At the same time, prime land is becoming increasingly scarce, and consumer behavior is shifting towards real estate projects that align with green trends and smart city developments integrating advanced technologies such as AI and IoT. Key challenges to watch include stricter lending policies by financial institutions. Nevertheless, the market continues to be driven by foreign buyers and the expansion of high-potential secondary cities, which remain key factors supporting the growth of the real estate sector. This presents an opportunity for the Company to expand its business. The Company has set its 2025 business plan to launch 36 new projects, comprising 28 low-rise projects and 8 condominium projects, with a total value of 46,000 million Baht. The Company has also set a sales target of 32,000 million Baht and a revenue target of 30,000 million Baht. The Company has allocated a budget of 8,000 million Baht for land acquisition in Thailand to expand project development in new high-potential locations, covering 31 provinces. New expansion areas include Lop Buri, Suphan Buri, and Koh Samui. Additionally, the Company continues to develop houses and condominiums, introduce new product designs and house models, and enhance product quality. It also focuses on eco-friendly housing innovations, ensuring the delivery of high-quality homes and services that continuously meet customer needs.

The Company's continuous investment in Australia for over 11 years has yielded significant success. In 2025, sales from these investments are expected to grow by 100%, driven by an increase in the number of projects from 12 to 24. This marks a significant milestone in expanding the Company's revenue base through international investments.

In terms of development across various aspects, the Company focuses on enhancing its products to better meet customer needs.

- **Products and Development:** The Company is expanding its portfolio of affordable low-rise projects, targeting the 3–5-million-Baht market segment. This includes introducing new house designs, increasing investments in large land plots, and prioritizing high-quality materials while extending warranty periods. For condominium projects: Structural warranties have been extended from 5 years to 10 years, and component warranties from 2 years to 3 years. For low-rise projects: Component warranties have been extended from 1 year to 3 years. The Company has introduced this initiative in key pilot projects, including Supalai Parc Ekkamai - Pattanakarn, Supalai Sense Srinakarin, and the low-rise project Supalai Essence Bangna - Suvamabhumi, ensuring greater confidence and a superior living experience in Supalai developments.
- **Marketing:** The Company leverages AI and technology to enhance marketing strategies, using data analytics to deliver seamless, convenient, and personalized home-buying experience for all customer segments.
- **Digital Innovation:** Integrating innovation for sustainable living through the Smart Village concept to enhance the quality of life for residents.
- **Environment:** Committed to sustainability through collaboration with partners by tracking 100% of carbon emissions from materials used across all business processes by 2025. The Company also aims to achieve Green Procurement, prioritizing environmentally friendly materials.
- **Social Responsibility:** The Company remains committed to improving the quality of life for society and stakeholders through transparency and ethical conduct, while ensuring compliance with laws and business ethics.

In 2025, the Company anticipates facing various challenges, including economic conditions and market competition. Nevertheless, it remains committed to driving sustainable revenue and profit growth through strategic initiatives that unlock new opportunities and strengthen its long-term position.

This commitment has earned the Company numerous prestigious awards in the real estate and construction industry, as well as honorary recognitions from leading organizations. These accolades serve as a testament to the Company's credibility and excellence. Notable awards such as Certified with the International Standard ISO 14064-1:2018, Certified for Organizational Carbon Footprint Reporting, LEED (Leadership in Energy and Environmental Design) Certification for the Office Building at Supalai Icon Sathorn, Outstanding Contributor in Sustainability Award, Low Carbon Reduction Award,

Green Mission Certification Award, Most Attractive Employer Award in two categories: Non-First Jobber (18-30 Years) and First Jobber (Over 31 Years), The International Design & Architecture Awards 2024 – Residential Project Value £20 Million Plus Winner for Supalai Icon Sathorn, BCI Asia Awards 2024 – Top 10 Developers of Thailand, Best Functional Townhome Award, Baan Lae Suan PETS AWARDS 2024, the Construction Design Certification Award for meeting the evaluation criteria under the Energy Efficiency Labeling Program (No. 5 Energy-Saving Label) in the residential housing category for four projects and five housing designs, the Golden Value Award 2024 for being a brand that delivers both quality and affordability, Best Brand Performance Award on Social Media, Best Property & Real Estate Influencer Award, the CAC Change Agent Award 2024 for 3 consecutive years, the Annual General Meeting Quality Assessment (AGM Checklist), earning an “Excellent” rating for the 12<sup>th</sup> consecutive years, and the “Excellent” or 5-star rating for 12 consecutive years and many other awards.

Over the past 35 years, the Company Group has adhered to and focused on sustainable business operations by emphasizing the appropriate balance creation in 3 dimensions, namely economic, social, and environmental dimensions, using the principles of good corporate governance and risk management, the creation of a better quality of life for people in society with the awareness of social responsibility towards sustainable development according to the SDGs (Sustainable Development Goals), and the creation of housing innovation along with the continuous social development in various forms, including knowledge, education, family, health, environment. The Company continues adhering to ethical and legal principles, comprehensive Human Rights Due Diligence and Assessment, and supplier development to cover good principles throughout the supply chain to create benefits to all stakeholders and society. This is to **lead Supalai forward for steady growth** and drive **environmentally friendly business operations** and sustainable energy management towards mid-term environmental goals and greenhouse gas emission reduction by 40% by 2030 from BAU (Business As Usual).

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

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

#### Selection of independent directors

#### Criteria for selecting independent directors

##### Establishment of Qualifications of Independent Directors

To build the confidence of investors and maintain the balance of good management, the Company has defined the independence of “independent directors” more stringently than the criteria set by the Capital Market Supervisory Board as follows:

1. Appointed by the Board of Directors or the Shareholders’ Meeting of the Company to be the independent director.
2. Holding shares of no more than 0.5% of the total voting shares of the Company, its subsidiaries, associates, major shareholders, or controlling persons, including the shareholding of related parties of such independent director.
3. Not being or having been an executive director, workers, employees, advisors receiving regular salaries, or controlling persons of the Company, its subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling persons, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand; such prohibited characteristics shall not include the case where the independent director was a government official or an advisor of a government agency, who is a major shareholder or a controlling person of the Company.
4. Not being a person with a blood relationship or legal registration in the manner of a parent, spouse, siblings, and children, including the spouse of the children, other directors, executives, major shareholders, controlling persons, or persons to be nominated as a director or a controlling person of the Company or its subsidiaries.
5. Not having or never had a business relationship with the Company, its subsidiaries, associates, major shareholders, or controlling persons in the manner that may impede the use of its independent discretion, including not being or never been a significant shareholder or a controlling person of a person having a business relationship with the Company, its subsidiaries, associates, major shareholders, or controlling persons, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.

The business relationship under Paragraph One includes normal business transactions, rental or lease of real estate, transactions related to assets or services, or granting or receipt of financial assistance through receiving or providing loans and guarantees, 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 an amount starting from 3% of the Company's net tangible assets or from 20 million Baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the

Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person.

6. Not being or never been an auditor of the Company, its subsidiaries, associates, major shareholders, or controlling persons, and not being a significant shareholder, a controlling person, or a partner of the audit office for which the auditor of the Company, its subsidiaries, associates, major shareholders, or controlling person works, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.

7. Not being or never been a professional service provider, including a legal advisor or a financial advisor which receives service fees of exceeding 2 million Baht per year from the Company, its subsidiaries, associates, major shareholders, or controlling persons, and not being a significant shareholder, a controlling person, or a partner of the professional service provider, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.

8. Not being a director appointed as the representative of the Company's directors, major shareholders or any shareholders who are connected persons of the major shareholders of the Company.

9. Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiaries or not being a significant partner in partnerships or an executive director, workers, employees, advisors receiving regular salaries, or holding more than 1% of the voting shares of other companies, which operate a business of the same nature and in significant competition with the business of the Company or its subsidiaries.

10. Not possessing any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.

11. The independent director who is qualified according to Item 1-10 may be assigned by the Board of Directors to make decision on the operations of the Company, the operations of the subsidiaries, associates, or juristic persons which may have a conflict. The decision could be made in the form of panel.

#### **Nomination of Directors**

The Nomination and Compensation Committee set the new criteria and process for director nomination in a systematic manner as follows:

1. The Company provides for small shareholders to nominate the names of suitable persons or consider the persons from the director pool or consider existing directors to be re-appointed, or each director proposes the names of suitable persons to be appointed.
2. Select and screen the persons with suitable qualifications to be directors, such as suitable knowledge, experiences, and specific abilities corresponding to the business operation strategy of the Company, which is in line with the Board Skill Matrix.
3. Examine list of names of nominated persons if they possess the qualifications according to the laws and requirements of regulatory agencies.
4. Consider the dedicated time of directors, their stake or conflict of interest with the Company in case of re-appointment for another term of office by taking into account the performance of duties while serving their terms, their provision of beneficial recommendations, opinions and participation in various activities including the number of companies to be working for as directors to ensure that their efficiency will not decrease.
5. In case of appointment of independent directors, their qualifications must be in line with the criteria adopted by the Company, which is stricter than those adopted by the Capital Market Supervisory Board.
6. Prepare the list of names already considered and screened by the Nomination and Compensation Committee including their qualifications in an orderly manner to be proposed to the Board of Directors to be further proposed to the ordinary shareholders' meeting to consider one after another.

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

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

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

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



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

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

### Number of directors from major shareholders

Number of directors from each group of major shareholders : 0  
over the past year (persons)

### Rights of minority shareholders on director appointment

Supalai Public Company Limited (Supalai) would like to inform you that, **according to the good corporate governance** regarding the equitable treatment of shareholders, Supalai would like to invite the shareholders to **propose the Agenda for the 2025 Annual General Meeting** of Shareholders, the Questions and **the Names of the Qualified Candidates for being nominated as Supalai Board of Directors** in accordance with the criteria as announced on the Company's website <https://investor.supalai.com/en/downloads/shareholders-meeting> from September 10, 2024 to November 11, 2024.

(<https://investor.supalai.com/storage/downloads/shareholders-meeting/agm2025/20240906-spali-agm2025-notification-nominate-agenda-en.pdf>)

Method of director appointment : Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes

## Information on the development of directors

### Development of directors over the past year

### Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Dr. PRATEEP TANGMATITHAM (Chairman of the Board of Directors)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2003: Director Certification Program (DCP)</li> <li>• 2002: Role of the Chairman Program (RCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2015: The Job of the CEO-IMD (Institute for Management Development)</li> <li>• 2015: Capital Market Academy, Class 7</li> <li>• 2015: Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute, Class 16</li> <li>• 2015: Advanced Certificate Course in Public Economics Management for Executives, King Prajadhipok's Institute, Class 9</li> <li>• 2015: Urban Green Development Institute Bangkok, Class 1</li> <li>• 2012: Course Seminar Anti-Corruption: Thailand's 3rd National Conference on Collective Action Against Corruption Class 2/2012</li> </ul>
2. Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2003: Director Accreditation Program (DAP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2023: Course Seminar: R-SS: Engaging Board in ESG: The path of Effective Sustainability Class 1/2023</li> <li>• 2022: Hot Issue for Directors: What Directors Need to Know About Digital Assets Class 3/2022</li> <li>• 2019: Course Seminar: C-Conference: Collective Action Against Corruption Conference "Innovations in the Fight against Corruption" Class 1/2019</li> <li>• 2018: Course Seminar: R-DF: Director Forum "Visionary Board &amp; Announcing 90 Qualified Companies" Class 2/2018</li> <li>• 2018: Course Seminar: R-CF: Chairman Forum "Digital Transformation - A Must for all Companies" Class 1/2018</li> <li>• 2018: Course Seminar: M-DDT: Director Dinner: "Talk Social Responsibility Partnership in Education" Class 2/2018</li> <li>• 2018: Course Seminar: NDC: Nation Director Conference: Rising Above Disruptions: A Call for Action Class 1/2018</li> <li>• 2015: Course Seminar R-CF: Chairman Forum 2015 "Chairman Role in Building Independence across the Board" Class 1/2015</li> <li>• 2015: CGI: Corporate Governance for Capital Market Intermediaries Class 5/2015</li> <li>• 2014: Course Seminar R-CF: Chairman Forum 2014 "Chairman Role in Building Independence across the Board" Class 1/2014</li> <li>• 2012: ACEP: Anti-Corruption for Executive Program Class 4/2012</li> <li>• 2010: Course Seminar R-SS: Special Seminar Class 1/2010</li> <li>• 2009: Course Seminar M-DLB: Director Luncheon Briefing Class 1/2009</li> <li>• 2009: Course Seminar M-AGM: Annual General Meeting Class 1/2009</li> </ul>
3. Mrs. AJCHARA TANGMATITHAM (Vice-chairman of the Board of Directors)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2003: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2022: Hot Issue for Directors: What Directors Need to Know About Digital Assets Class 4/2022</li> <li>• 2002: CSP: Company Secretary Program Class 1/2002</li> </ul>

List of directors	Participation in training in the past financial year	History of training participation
4. Mr. ANANT GATEPITHAYA (Director)	Participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>• 2022: Corporate Governance Program for Insurance Companies (CIC)</li> <li>• 2020: Strategic Board Master Class (SBM)</li> <li>• 2015: Risk Management Program for Corporate Leaders (RCL)</li> <li>• 2014: Advanced Audit Committee Program (AAP)</li> <li>• 2004: Director Accreditation Program (DAP)</li> <li>• 2002: Director Certification Program (DCP)</li> </ul> <p>Other</p> <ul style="list-style-type: none"> <li>• 2023: Course Seminar: R-ACF: Detection of Accounting Irregularities in fast growing business: The Role of Audit Committee Class 1/2023</li> <li>• 2020: Course Seminar: O-War Room: Board War Room Series 2 "Leading Your Business Through Pandemic Time" Class 2/2020</li> <li>• 2019: Course Seminar: R-ACF: Audit Committee Forum "Strategic Audit Committee: Beyond Figure and Compliance" Class 1/2019</li> <li>• 2019: Course Seminar: R-CF: Chairman Forum "Secret of Successful Leading Culture Change from Boardroom to Corporate" Class 1/2019</li> <li>• 2019: Course Seminar: NDC: National Director Conference "Board of the Future" Class 1/2019</li> <li>• 2017: Course Seminar: R-ACF: Audit Committee Forum "The Audit Committee's Role in Compliance and Ethical Culture Oversight" Class 1/2017</li> <li>• 2017: Course Seminar: M-DBT: IOD Breakfast Talk 2/2017 "Cybersecurity: Risks, Liabilities, and Best Practices" Class 2/2017</li> <li>• 2017: Course Seminar: NDC: National Director Conference 2017 Class 1/2017</li> <li>• 2017: Course Seminar: M-AGM: AGM 2017 &amp; Dinner Talk "Board of directors and their roles in driving Thailand forward" Class 1/2017</li> <li>• 2017: Course Seminar: R-DF: Director Forum 2017 "The Board's Role in CEO Succession Planning" Class 1/2017</li> <li>• 2017: Course Seminar: M-DLB: IOD Director's Briefing 2/2017: Directing in the Year of the Rooster: Hot Issues and Outlook for 2017 Class 2/2017</li> <li>• 2016: National Director Conference 2016: Enhancing Growth Through Governance in Family-Controlled Businesses</li> <li>• 2015: Course Seminar: Director Forum 2/2015: Building better board through effective Independent Director</li> <li>• 2014: Course Seminar: C-Conference: "Thailand's 5th National Conference on Collective Action Against Corruption" Class 1/2014</li> <li>• 2013: RMP: Risk Management Committee Program Class 1/2013</li> <li>• 2013: Course Seminar: AGM: "Integrity Pact: Transparency Tool for Preventing Corruption" Class 1/2013</li> <li>• 2013: Course Seminar SE2: "Risk Resilience: How the company's directors should deal with the issues of Enterprise Risk Management" Class 2/2013</li> <li>• 2013: Course Seminar SE3: CNBC Summit: Myanmar Class 3/2013</li> <li>• 2013: Course Seminar R-Forum: "Director Nomination Issues and Trend" Class 1/2013</li> <li>• 2013: Course Seminar DTT: Personal Financial Planning Workshop for Directors Class 1/2013</li> <li>• 2013: Course Seminar NDC: The 2nd National Director Conference 2013 "Board Leadership Evolution" Class 1/2013</li> <li>• 2013: Course Seminar DBT: "The Governance Role of the Board in</li> </ul>

List of directors	Participation in training in the past financial year	History of training participation
		<p>the Preparation and Response to Unforeseen Crisis and the Oversight of (Foreign) Subsidiaries” Class 1/2013</p> <ul style="list-style-type: none"> <li>• 2012: HRP: How to Develop a Risk Management Plan Class 2/2012</li> <li>• 2006: QFR: Improving the Quality of Financial Reporting Class 1/2006</li> </ul>
5. Mr. PRASAS TANGMATITAM (Director)	Non-participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>• 2012: Successful Formulation &amp; Execution of Strategy (SFE)</li> <li>• 2003: Director Certification Program (DCP)</li> </ul> <p>Other</p> <ul style="list-style-type: none"> <li>• 2013: Course Seminar SE2: “Risk Resilience: How the company’s directors should deal with the issues of Enterprise Risk Management” Class 2/2013</li> <li>• 2013: Course Seminar DBT: “The Governance Role of the Board in the Preparation and Response to Unforeseen Crisis and the Oversight of (Foreign) Subsidiaries” Class 1/2013</li> <li>• 2003: DCP Diploma: Directors Certification Program Diploma Class 11/2003</li> </ul>
6. Mr. TRITECHA TANGMATITHAM (Director)	Non-participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>• 2009: Director Certification Program (DCP)</li> </ul> <p>Other</p> <ul style="list-style-type: none"> <li>• 2015: Capital Market Academy, Class 31</li> </ul>
7. Assist Prof. ASWIN BIJAYAYODHIN (Director)	Non-participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>• 2017: Successful Formulation &amp; Execution of Strategy (SFE)</li> <li>• 2016: Advanced Audit Committee Program (AACP)</li> <li>• 2014: Financial Statements for Directors (FSD)</li> <li>• 2011: Director Accreditation Program (DAP)</li> </ul> <p>Other</p> <ul style="list-style-type: none"> <li>• 2012: ACP: Audit Committee Program Class 38/2012</li> </ul>
8. Mr. ATIP BIJANONDA (Director)	Non-participating	<p>Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>• 2004: Director Accreditation Program (DAP)</li> <li>• 2002: Director Certification Program (DCP)</li> </ul> <p>Other</p> <ul style="list-style-type: none"> <li>• 2020: CGE: Corporate Governance for Executives Class 16/2020</li> <li>• 2018: BMT: Board Matters and Trends Class 5/2018</li> <li>• 2017: ACPG: Anti-Corruption the Practical Guide Class 37/2017</li> <li>• 2017: HRP: How to Develop a Risk Management Plan Class 12/2017</li> <li>• 2017: RCL: Risk Management Program for Corporate Leaders Class 6/2017</li> <li>• 2015: Certificate Course in Top Executive Program on China Business Insights and Network (TRPCIAN3)</li> <li>• 2015: Certificate Course in Top Executive Program in Commerce and Trade (TEPCoT), Class 8</li> <li>• 2015: TLCA - Leadership Development Program ( LDP ) Thai Listed Companies Association, Class 1</li> <li>• 2015: Capital Market Academy, Class 31</li> </ul>

List of directors	Participation in training in the past financial year	History of training participation
9. Mr. KRID CHANCHAROENSUK (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2015: Risk Management Program for Corporate Leaders (RCL)</li> <li>• 2014: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2015: Course Seminar: Act against Corruption the Board of Director should know 4/2015</li> </ul>
10. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2005: Director Accreditation Program (DAP)</li> </ul>

## Information on the evaluation of duty performance of directors

### Criteria for evaluating the duty performance of the board of directors

**Establishing the criteria for the annual performance evaluation of the Chairman of the Executive Committee** and considering the criteria and remuneration structure of the Chairman of the Executive Committee and the executives at the level of Assistant Managing Director or higher level to motivate them to perform operations under the strategic plan and in line with the interests of stakeholders by including economic, social, environmental, and governance performances, which link to the value created by the Company for shareholders and comparable to the industrial level, experience and assigned obligations of directors.

#### Board Diversity Assessment Results

The Board of directors assigns the Nomination and Compensation Committee to establish the policy on board diversity. It is believed that the determination of board diversity is an important factor that helps promote the balance of minds, quality of work, including effective decision-making of the Board, which is beneficial to the Company's business operations. The skills necessary for performing the duties of the Board of Directors are determined in 14 areas.

#### Performance Assessment of the Committee

The Board of Directors has appraised annual performance of the Committees once a year, whereby the appraisal form is in accordance with the principles of good corporate governance of the Company and the scope of authorities and duties of the Committees. Accordingly, the emphasis is placed on the use of results of the assessment to review the work product, problems or obstacles during the previous year as well as the improvement of performance of the Committees. The objective is to increase efficiency of the Committees' performance and to be used as reference in preparing CG Rating. In 2024, the appraisal was done in 2 characteristics, they are, 1) the assessment of the whole Committee; 2) the assessment made on an individual basis (self- assessment).

### Evaluation of the duty performance of the board of directors over the past year

Performance Assessment of the Board of Director

- The Whole Board of Directors 97%
- Individual Member of the Board of Directors (Self- Assessment) 93%

### Details of the evaluation of the duty performance of the board of directors

List of directors	Assessment form	Grade / Average score received	Grade / Full score
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List of directors	Assessment form	Grade / Average score received	Grade / Full score
Board of Directors	Group assessment	Excellent 97%	Excellent 100%
	Self-assessment	Excellent 93%	Excellent 100%
	Cross-assessment (assessment of another director)	None	None
Audit Committee	Group assessment	Excellent 100%	Excellent 100%
	Self-assessment	Excellent 93%	Excellent 100%
	Cross-assessment (assessment of another director)	None	None
The Nomination and Compensation Committee	Group assessment	Excellent 100%	Excellent 100%
	Self-assessment	Excellent 100%	Excellent 100%
	Cross-assessment (assessment of another director)	None	None
The Corporate Governance and Sustainability Development Committee	Group assessment	excellent 99%	excellent 100%
	Self-assessment	excellent 100%	excellent 100%
	Cross-assessment (assessment of another director)	None	None
The Risk Management Committee	Group assessment	excellent 95%	excellent 100%
	Self-assessment	excellent 91%	excellent 100%
	Cross-assessment (assessment of another director)	None	None

## Performance evaluation criteria for the executives

Performance evaluation criteria for the executives : Yes

### Performance Assessment of the Chief Executive Officer (Senior Executive)

#### · Performance Evaluation Criteria

There are criteria for evaluating the performance of the Chief Executive Officer, which are administered under the mission, vision, strategy of the company, business goals, and annual business plans. In addition, economic, social, environmental, and good governance performances shall be applied as a part of the performance indicators of the Chairman of the Executive Committee to reflect the organization's awareness of sustainability integration as a part of sustainable business operations. There are two areas of indicator defined as follows:

**Economic** Criteria for consideration (Business performances, Inventory management, Customer satisfaction)

**ESG** Criteria for consideration (Social, Environmental, Good governance)

#### · Performance Evaluation Process

The company specified a remuneration policy for the Chief Executive Officer, to which the Board of Directors are assigned to consider the results of the company's operation based on an indicator (KPI: Key Performance Indicator) approved by the meeting of the Board of Directors; thereafter, the Nomination and Compensation Committee will consider the results of performance and consider both the short- and long-term remuneration of the Chief Executive Officer to comply with the result of performance based on indicators.

#### · Results of Performance Evaluation of the President (Senior Executive)

In 2024, the performance evaluation results of Dr. Prateep Tangmatitham, Chairman of the Executive Committee, were 84.50%, which was a very good level. All aspects of assessment represented the satisfaction of overall performances. The summary of results and obstacles was reported, including the review of the evaluation criteria indicators, which covered the economy, society, and/or environment, to the Board of Directors' Meeting No. 2/2025 on February 25, 2025, in order to enhance operational efficiency and reflect the organization's awareness of sustainability integration as a part of sustainable business operations.

Reference link for the performance evaluation criteria for the executives : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 367-368

## Information on meeting attendance and remuneration payment to each board member

### Meeting attendance and remuneration payment to each board member

#### Meeting attendance of the board of directors

#### Meeting attendance of the board of directors<sup>(4)</sup>

Number of the board of directors meeting over the past year : 12  
(times)

Date of AGM meeting : 22 Apr 2025

EGM meeting : No

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

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. Dr. PRATEEP TANGMATITHAM (Chairman of the Board of Directors)	12	/	12	1	/	1	N/A	/	N/A
2. Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG (Director, Independent director)	12	/	12	1	/	1	N/A	/	N/A
3. Mrs. AJCHARA TANGMATITHAM (Vice-chairman of the Board of Directors)	12	/	12	1	/	1	N/A	/	N/A
4. Mr. ANANT GATEPITHAYA (Director, Independent director)	12	/	12	1	/	1	N/A	/	N/A
5. Mr. PRASAS TANGMATITAM (Director)	12	/	12	1	/	1	N/A	/	N/A

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
6. Mr. TRITECHA TANGMATITHAM (Director)	12	/	12	1	/	1	N/A	/	N/A
7. Assist Prof. ASWIN BIJAYAYODHIN (Director, Independent director)	12	/	12	1	/	1	N/A	/	N/A
8. Mr. ATIP BIJANONDA (Director)	12	/	12	1	/	1	N/A	/	N/A
9. Mr. KRID CHANCHAROENSUK (Director)	11	/	12	1	/	1	N/A	/	N/A
10. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Director, Independent director)	12	/	12	1	/	1	N/A	/	N/A

### Detailed justification for the Company director's non-attendance at the Board of Directors' meeting

Mr. KRID CHANCHAROENSUK missed one meeting due to undergoing surgery at the hospital.

Remark: <sup>(4)</sup>99.17 Percent of the number of attendees in the meeting

## Remuneration of the board of directors

### Types of remuneration of the board of directors

Remuneration for the Board of Directors consists of a monthly remuneration and a yearly remuneration.

The remuneration for the Audit Committee consists of a monthly remuneration.

The remuneration for the subcommittees consists of a per-meeting allowance, paid only for attended meetings (not applicable to executive directors).

### Remuneration of the board of directors

#### Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	



Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
<b>1. Dr. PRATEEP TANGMATITHAM (Chairman of the Board of Directors)</b>			<b>1,340,000.00</b>		<b>2,095,000.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Executive Committee	0.00	0.00	0.00	Yes	
The Management Committee	0.00	0.00	0.00	Yes	
<b>2. Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG (Director)</b>			<b>1,400,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
The Nomination and Compensation Committee	60,000.00	0.00	60,000.00	No	
The Independent Directors Committee	0.00	0.00	0.00	No	
<b>3. Mrs. AJCHARA TANGMATITHAM (Vice-chairman of the Board of Directors)</b>			<b>1,340,000.00</b>		<b>2,095,000.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Executive Committee	0.00	0.00	0.00	Yes	
The Management Committee	0.00	0.00	0.00	Yes	
The Nomination and Compensation Committee	0.00	0.00	0.00	No	
<b>4. Mr. ANANT GATEPITHAYA (Director)</b>			<b>1,750,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Audit Committee	360,000.00	0.00	360,000.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
The Risk Management Committee	50,000.00	0.00	50,000.00	No	
The Independent Directors Committee	0.00	0.00	0.00	No	
<b>5. Mr. PRASAS TANGMATITAM (Director)</b>			<b>1,365,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
The Corporate Governance and Sustainability Development Committee	25,000.00	0.00	25,000.00	No	
<b>6. Mr. TRITECHA TANGMATITHAM (Director)</b>			<b>1,340,000.00</b>		<b>120,000.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Executive Committee	0.00	0.00	0.00	Yes	
The Risk Management Committee	0.00	0.00	0.00	No	
The Management Committee	0.00	0.00	0.00	Yes	
The Corporate Governance and Sustainability Development Committee	0.00	0.00	0.00	No	
<b>7. Assist Prof. ASWIN BJAYAYODHIN (Director)</b>			<b>1,640,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Audit Committee	300,000.00	0.00	300,000.00	No	
The Independent Directors Committee	0.00	0.00	0.00	No	
<b>8. Mr. ATIP BIJANONDA (Director)</b>			<b>1,425,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
The Risk Management Committee	60,000.00	0.00	60,000.00	No	
The Corporate Governance and Sustainability Development Committee	25,000.00	0.00	25,000.00	No	
<b>9. Mr. KRID CHANCHAROENSUK (Director)</b>			<b>1,340,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
The Risk Management Committee	0.00	0.00	0.00	No	
The Management Committee	0.00	0.00	0.00	Yes	
<b>10. Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Director)</b>			<b>1,720,000.00</b>		<b>0.00</b>
Board of Directors	540,000.00	800,000.00	1,340,000.00	Yes	
Audit Committee	300,000.00	0.00	300,000.00	No	
The Corporate Governance and Sustainability Development Committee	30,000.00	0.00	30,000.00	No	
The Nomination and Compensation Committee	50,000.00	0.00	50,000.00	No	
The Independent Directors Committee	0.00	0.00	0.00	No	
<b>11. Mrs. Varunee Lapitananuvat (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	
<b>12. Mr. Kittipong Sirilaktrakun (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
The Management Committee	0.00	0.00	0.00	Yes	
<b>13. Mr. Boonchai Chaiananbovorn (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	
<b>14. Ms. Tanwarat Punyaratana (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	
<b>15. Mrs. Siriporn Wangsapar (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	
<b>16. Mr. Rachai Piyavajanusorn (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	
<b>17. Mr. Chaijak Watanyoo (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
The Management Committee	0.00	0.00	0.00	Yes	

#### Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	5,400,000.00	8,000,000.00	13,400,000.00
2. Audit Committee	960,000.00	0.00	960,000.00
3. Executive Committee	0.00	0.00	0.00

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
4. The Nomination and Compensation Committee	110,000.00	0.00	110,000.00
5. The Corporate Governance and Sustainability Development Committee	80,000.00	0.00	80,000.00
6. The Risk Management Committee	110,000.00	0.00	110,000.00
7. The Independent Directors Committee	0.00	0.00	0.00
8. The Management Committee	0.00	0.00	0.00

### Summary of the remuneration of the board of directors

	2024
Meeting allowance (Baht)	6,660,000.00
Other monetary remuneration (Baht)	8,000,000.00
Total (Baht)	14,660,000.00

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

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

### Information on corporate governance of subsidiaries and associated companies

#### Corporate governance of subsidiaries and associated companies

#### Mechanism for overseeing subsidiaries and associated companies

- Does the Company have subsidiaries and associated companies : Yes
- Mechanism for overseeing subsidiaries and associated companies : Yes
- Mechanism for overseeing management and taking responsibility for operations in subsidiaries and associated companies approved by the board of directors : The determination of the scope of duties and responsibilities of directors and executives as company representatives in establishing important policies, Disclosure of financial condition and operating results, Transactions between the company and related parties

The Company has established a policy for overseeing the operations of its subsidiaries. This includes selecting directors with the appropriate knowledge, capabilities, qualifications, and experience relevant to the nature of the subsidiary's business to serve as directors with controlling authority in the subsidiary. These selections have been approved by the Company's board of Directors. In cases where a subsidiary has significant matters, such as approval of capital increases or decreases, dissolution of the subsidiary, and joint ventures, approval from the Company's board of directors is required in all instances. The Board of Directors has resolved to appoint directors with the following scope of authority, duties, and responsibilities:

#### Financial reporting

- The Board of Directors oversees the Company and its subsidiaries to ensure transparency. Therefore, it requires

the use of the same external auditor as the Company. This enables the auditor to examine various transactions and obtain sufficient appropriate evidence to express an opinion on the consolidated financial statements.

**Resources**

· The Board of Directors efficiently and effectively allocates and manages resources for the Company and its subsidiaries. This includes implementing systems like Enterprise Resource Planning (ERP) and complaint channels such as 1720 to support convenient and prompt operations.

**Legal compliance**

· A dedicated department oversees the operations of the Company and its subsidiaries to ensure adherence to relevant regulations and rules. This department is responsible for safeguarding the interests of shareholders, contributing to the sustainable value creation of the business.

**Internal control system**

· The Board of Directors ensures that an appropriate and effective internal control system is in place. The Audit Committee approves the internal audit plan, which includes reviewing operational and internal control systems, and reports directly to the Audit Committee and the Board of Directors, respectively.

**Regarding adherence to the Code of Conduct**

· The Board of Directors oversees that directors, executives, and employees of the Company and its subsidiaries comply with the Code of Conduct and various policies in accordance with good corporate governance principles. It also monitors compliance with corporate governance policies and practices. (For details, please refer to the sections "Promoting Compliance with the Code of Conduct" and "Monitoring and Evaluation").

**Disclosure of agreements between the company and shareholders in managing subsidiaries and associated companies (Shareholders’ agreement)<sup>(5)</sup>**

None

Remark: <sup>(5)</sup> None

**Information on the monitoring of compliance with corporate governance policy and guidelines**

**The monitoring of compliance with corporate governance policy and guidelines**

**Prevention of conflicts of interest**

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

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

The company adheres to a conflict of interest policy, which all directors, executives, and employees, including those in subsidiaries and affiliates, must strictly comply with. All employees are required to report any conflict of interest situations upon commencement of employment, at annual reporting periods, and whenever there is a change in circumstances that may lead to a conflict of interest.

In cases where an employee suspects a potential conflict of interest, or if there is something that could lead others to perceive a conflict of interest, they must immediately report it to their supervisor and submit a report to the corporate governance unit. This reporting process is a key internal control mechanism for the company. The audit committee has assigned the internal audit unit to oversee, monitor, and report on these situations, submitting findings to the audit committee and the board of directors by February of each year.

**Number of cases or issues related to conflict of interest**

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

## Prevention of the use of inside information to seek benefits

### Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of inside information to seek benefits over the past year : Yes

The company adheres to the policy on the use of inside information, which all directors, executives, and employees, including those in subsidiaries and affiliates, must strictly comply with. The policy requires directors and executives to report as follows:

- Reporting the first shareholding of the company and the change in securities holding, which includes spouses and children who are not sui juris as well as related persons under Section 59 of the Securities and Exchange Act B.E. 2535 (1992), within 3 business days from the date of purchase, sale, transfer or acceptance of transfer to the Office of the Securities and Exchange Commission, Thailand. In addition, they are not allowed to trade in the Company's securities during one month prior to the publication of the financial statements for the public.
- Reporting the change in securities holding to the Office of the Securities and Exchange Commission of Thailand and submitting a copy of such report to the Company on the same date as the date of reporting to the Office of the Securities and Exchange Commission, Thailand.
- When receiving material inside information that affects the change in securities price, the trading of the Company's securities must be suspended during one month prior to the publication of the financial statements or such inside information for the public. Such material information must not be disclosed to any third parties.
- If the directors and senior executives (executives as defined by the Securities and Exchange Commission, Thailand (SEC)) wish to trade-sell securities, the notice of intent shall be made at least 1 business day prior to the securities trading. The Board of Directors shall be informed through the Company Secretary. The securities holding report shall be prepared and submitted to the Securities and Exchange Commission, Thailand (SEC) within the specified period.

Furthermore, all directors, executives, and employees of subsidiaries and affiliates have signed acknowledgments and consents for the company to use or disclose their personal data through the Employee Self Service (ESS) system. The company places importance on and complies with the Personal Data Protection Act B.E. 2562. The Board of Directors has reviewed and approved a Personal Data Protection Policy for directors, executives, and employees to enhance operational standards in accordance with external regulatory agencies and to align with good corporate governance principles. Additionally, the company has no transactions involving financial assistance, such as loans or loan guarantees, to general companies that are not subsidiaries. Directors or executives of the company have not engaged in insider trading and have not violated or failed to comply with the rules on related party transactions and asset trading.

### Number of cases or issues related to the use of inside information to seek benefits

	2022	2023	2024
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

## Anti-corruption action

### 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 appropriateness in anti-corruption, The 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 the evaluation of compliance with the anti-corruption policy
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The company recognizes that "corruption" is a social menace that adversely affects the company's sustainability, as well as the economy, society, politics, and international confidence. Therefore, the company has established eight policies related to anti-corruption measures, focusing on instilling awareness in employees and executives at all levels about the dangers of corruption, and creating the right values to develop a transparent organization. This also aims to build confidence in conducting business together between the organization, investors, financial institutions, and business partners, which will increase the organization's competitiveness in both the short and long term. These policies have been approved by the Board of Directors, which has assigned the Audit Committee to oversee compliance with anti-corruption measures and designate those responsible for establishing written rules, methods, monitoring, and reporting, with transparent disclosure and readiness for inspection in all processes, ensuring sufficient and effective measures to reduce potential risks from corruption.

The company communicates its policies related to anti-corruption measures to directors, executives, supervisors, and employees of the company and its subsidiaries through email, Group Line, bulletin boards at various locations within the head office, and at all project offices. New employees are informed of the anti-corruption policies and practices immediately upon commencing work and receive training during every new employee orientation. The company also disseminates information to external parties and all business partners and provides channels for reporting or complaining about corrupt practices, with measures to protect whistleblowers who report such activities. The company has established eight policies related to anti-corruption measures, as follows:

1. Policy on Anti-Corruption
2. Policy on Gift and Hospitality
3. Policy on Provision of Financial Support
4. Policy on Charitable Donation
5. Policy on Whistleblowing and Making Complaints
6. Policy on Political Contribution
7. Policy on Employment of Government Officers
8. Policy on Conflict of Interest

#### **Participation in programs related to anti-corruption initiatives**

Driven by the Chairman of the Executive Board's commitment, with oversight from the Audit Committee as delegated by the Board of Directors, the company has been certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) by Thailand's Private Sector Coalition Against Corruption Committee to sign the project as a Private Sector Collective Action Coalition Against Corruption for Small and Medium Enterprises (CAC Change Agent). The company was announced to be a CAC Change Agent as the Thai Private Sector Collective Action Against Corruption for three consecutive years.

#### **Assessment and identification of corruption risks**

The company conducts a corruption risk assessment in all departments of the company and its subsidiaries. Each department identifies risks possibly arising from corruption, scores level of opportunity, and impacts of risks, including approaches to minimize risks and measures on corruption prevention or anti-corruption. The risk assessor considers risks from the nature of business activities, operational processes, situations of the industry, and business terms, including policies relating to anti-corruption measures and a manual on policies relating to anti-corruption measures that identifies the specific procedures of each policy, such as receiving or offering gifts, providing subsidy, or political actions. All directors, executives, supervisors, and employees of the company and its subsidiaries must strictly comply with these rules and policies communicated by the company and trained to employees. In 2024, the company did not detect any significant issues or defects regarding litigation on anti-competition, destruction of credibility, monopoly of trade, incidents of discrimination, and corruption. In addition, there were no fines or non-fine penalties due to inconsistent operations with applicable laws or regulations and violations of the Code of Conduct.

#### **Communication and training for employees on anti-corruption policies and practices**

The company disseminates anti-corruption measures to all employees via public relations boards, e-mail, and the company's intranet and also communicates such measures to all groups of stakeholders, such as shareholders, business



partners, competitors, customers, contractors, and stores, through the company's website (www.supalai.com). It is considered to be compliance with the policy on treatment of customers and business partners. The company does not request or receive any dishonest benefits and accept gifts at any festivals. In addition, risk management on corruption is also provided. The management sends a letter to suppliers so that they can use such a channel to perform whistleblowing via the email: anti-corruption@supalai.com. However, this is to communicate the company's policies and practices on corruption prevention to stakeholders and allow them to know the channels for whistleblowing and create participation from stakeholders to make the company's commitment to corruption prevention achieve its specified objectives. Not only the employees of the company are aware of the practices on anti-corruption, but the company also provides communication to applicants who are interested in working with the company in the job application form and when interviewing applicants about attitudes on anti-corruption.

#### Monitoring and evaluating compliance with the anti-corruption policy

The Board of Directors and the Audit Committee are responsible for supervising the internal control system and giving opinions on the adequacy of the internal control system. The topics were evaluated based on the "Internal Control System Sufficiency Evaluation Form" announced by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. It evaluates in accordance with the framework of the COSO-ERM 2017 (The Committee of Sponsoring Organization of the Treadway Commission - Enterprise Risk Management - Integrating with Strategy and Performance) in five categories, which are

- 1) Control Environment
- 2) Risk Assessment
- 3) Control Activities
- 4) Information & Communication
- 5) Monitoring Activities

#### Reviewing the adequacy and completeness of the process by the Audit Committee

In 2024, regarding the results of the internal control system review, there were no significant disadvantages or deficiencies found in the internal control system. Each process is approved and reviewed sufficiently.

### 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

### Operations related to whistleblowing over the past year

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

The Board of Directors is responsible for reviewing the appropriateness of the anti-corruption policy annually by taking into account the effectiveness of the policy, the compliance with the good governance principles of the business, including the Board of Directors' suggestions on the development and improvement of previous policies. Each year the Internal Audit Department is responsible for reporting the results of the compliance with anti-corruption measures to the Audit Committee. The Audit Committee then gives opinions and suggestions for process improvement to the Board of Directors for consideration.

In 2024, the Company and its subsidiaries have no legal dispute or any violation of laws relating to corruption which are being investigated, prosecuted, or judged. In 2024, the Company received 1 cases of whistleblowing through any channels which was the action against the Company's articles of association actions against the Company's regulations, code of conduct, policy on corporate governance, and anti-corruption policy and measures. The Company has implemented and

established corrective measures for recurrence prevention.

**Issue**

Sales employees wearing company uniforms (subsidiary) utilize company work time and project site facilities, including model homes, roads, communal gardens, and project signage, to create online product advertising content (personal business), thereby using company assets for personal gain.

**Whistleblowing Channels**

Human Resources Department (Head Office)

**Action**

1. The subsidiary's board of directors investigated the facts, with a representative from the human resources department participating in the deliberations alongside the board to ensure fairness for all parties.
2. The company is considering disciplinary action for violations of company regulations concerning job performance, integrity, and the Employee Code of Conduct, including the anti-corruption policy. Both verbal and written warnings have been given.

**Corrective Measures for Recurrence Prevention**

1. Executive Committee for Corporate Culture Communication, Executive Communication, and Senior Management
  - Employees must not use company assets, information, or positions for personal gain or to compete with the company's business.
  - In the event of any observed or suspected instances of fraud, corruption, or misconduct that may result in a conflict of interest with the company, individuals are required to report such information to the Human Resources Department. The Human Resources Department is responsible for disseminating the company's Code of Conduct to all employees in written form.
2. All supervisors at all levels shall communicate and inform employees of the meeting agenda, including case studies and proper conduct guidelines. Employees must not use company assets, information, or their positions for personal gain or to compete with the company's business.
3. All employees shall sign to acknowledge their compliance with the company's Code of Conduct and various company policies. The company shall also implement a testing system to ensure employees understand and adhere to the Code of Conduct, while emphasizing reporting channels.

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

	2022	2023	2024
Total number of cases or issues received through whistleblowing channels (cases)	0	0	1

**Details of cases or issues received through whistleblowing channels**

Year of event	Details	Progress status
Nov 2024 - Nov 2025	<p><b>Case or issue</b> Sales employees wearing company uniforms (subsidiary) utilize company work time and project site facilities, including model homes, roads, communal gardens, and project signage, to create online product advertising content (personal business), thereby using company assets for personal gain.</p> <p><b>Topics or issues about</b> Whistleblowing and Protection of Whistleblowers</p> <p><b>Investigation results</b> 1. The subsidiary's board of directors investigated the facts, with a representative from the human resources department participating in the deliberations alongside the board to ensure fairness for all parties.  2. The company is considering disciplinary action for violations of company regulations concerning job performance, integrity, and the Employee Code of Conduct, including the anti-corruption policy. Both verbal and written warnings have been given.</p> <p><b>Corrective actions</b> 1. Executive Committee for Corporate Culture Communication, Executive Communication, and Senior Management - Employees must not use company assets, information, or positions for personal gain or to compete with the company's business. - In the event of any observed or suspected instances of fraud, corruption, or misconduct that may result in a conflict of interest with the company, individuals are required to report such information to the Human Resources Department. The Human Resources Department is responsible for disseminating the company's Code of Conduct to all employees in written form. 2. All supervisors at all levels shall communicate and inform employees of the meeting agenda, including case studies and proper conduct guidelines. Employees must not use company assets, information, or their positions for personal gain or to compete with the company's business.  3. All employees shall sign to acknowledge their compliance with the company's Code of Conduct and various company policies. The company shall also implement a testing system to ensure employees understand and adhere to the Code of Conduct, while emphasizing reporting channels.</p>	Incident no longer subject to action

## The monitoring of compliance with other corporate governance policy and guidelines

The Company emphasizes on the compliance, which is one of the important mechanisms, that makes all processes and procedures of the Company correct and prudent, including promotes the Company to be able to perform operations according to the strategic plan, achieve goals, and comply with the rules, Company's Articles of Association, and regulations of the relevant agencies so that directors, executives, and employees can adhere to the principles in performing their duties in accordance with the laws, rules, regulations, directives, and announcements from both internal and external

organizations strictly. In addition, the Company has followed up the issuance of new laws affecting the Company's business operations and any draft legislation, such as new bills, to study, prepare, and / or join to clarify problems and obstacles of the Company (if any) so that the Company's business operations are in accordance with new laws that will be enforced in the future. The responsible departments are assigned as follows:

- The Company Secretary is responsible to ensure that the operations of the Company are in compliance with rules and regulations for listed companies including regulations of the Company and articles of association as well as being center for compiling and keeping abreast of information on external rules and regulations concerned. The Company Secretary shall also act as communication center to provide knowledge and advice on external rules and regulations for listed companies.
- Legal Department is responsible for supervising legal affairs relating to the Company's business and providing knowledge for the internal departments on various issues in order for the business operations to be handled correctly in accordance with laws of external agencies.
- The Internal Audit Section is responsible for assessment of the efficiency and adequacy of the internal control system. It must also audit and ensure the compliance with rules and regulations of the Company along with continuous personnel development and technology adoption in further audit operations.
- The Quality System Section has the duty to establish operational guidelines in the procedure, work instruction and other concerned documents for all employees to use as a manual for operations including a process of problem analysis to contribute to the solution and improvement of the operational system to ensure the management system of planning, designing, construction, sales and community management to meet the requirements of the laws, professional standards, and documented agreements with customers and stakeholders are appropriate with extensive coverage, and also ensure that the implementation of the quality system is in accordance with the requirements of international standard ISO 9001 : 2015.

## Information on report on the results of duty performance of the audit committee in the past year

### Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 12

List of Directors	Meeting attendance of audit committee		
	Meeting attendance (times)	/	Meeting attendance rights (times)
1 Mr. ANANT GATEPITHAYA (Chairman of the audit committee)	12	/	12
2 Assist Prof. ASWIN BIJAYAYODHIN (Member of the audit committee)	12	/	12
3 Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Member of the audit committee)	12	/	12

### The results of duty performance of the audit committee

The Audit Committee of the Company comprises 3 independent directors who are experts with experiences in finance, immovable property business and organizational management. Mr.Anant Gatepithaya is the Chairman, while Assistant Professor Aswin Bijayayodhin and Associate Professor Dr.Somjai Phagaphasvivat are members. All members of the Audit Committee have the qualifications as specified by the Securities and Exchange Commission, Thailand.

The Audit Committee performs the duties as assigned by the Board of Directors of the Company, that is, to assist the Board of Directors in supervising the business operations. In 2024, the Audit Committee has performed its responsibilities in accordance with good corporate governance and provided adequate risk management and internal control and efficient and effective internal audit and the Audit Committee Charter approved by the Board of Directors, which were in accordance with the Securities and Exchange Commission's best practices. The Audit Committee has performed such responsibilities by exercising its knowledge, ability, and carefulness with sufficient independence to ensure that maximum benefits were delivered to stakeholders in an equal manner. The performance of duties and recommendations were also reported to the Management. In addition, the Audit Committee supervises and monitors the operations of any department to build confidence among stakeholders and encourage the Management to focus on standards, operational safety,

and cybersecurity. It has also informed the Audit Committee of the minutes of each meeting with a total of 12 meetings held in 2024. The Audit Committee has consulted with the executives, the Internal Audit Section and the external auditor on concerned matters. Its duties can be summarized as follows:

#### **1. Review of Financial Report and Non-Financial Performance**

The Audit Committee has jointly with the executives, the Internal Audit Section and the auditor, reviewed Supalai Public Company Limited's quarterly financial statements as well as its consolidated financial statements of 2024 on a quarterly basis to the independence in performing the duties and the expression of opinion of the auditor. The auditor has also been asked about the correctness, relevant accounting policies and completeness of the financial statements, adjustment of significant accounting items, key audit matters, including accounting estimates, which would have impact on the financial statements, the sufficiency and the appropriateness of the account recording methods and the scope of the audit. Accordingly, the disclosure of information in a correct, complete and sufficient manner with the independence of the auditor ensured that the preparation of financial statements has been made according to the provisions of the laws and accounting standards in line with the Generally Accepted Accounting Principles, the accounting system and the financial statements are, therefore, correct and reliable. In addition, the information has been disclosed in the financial statements sufficiently and timely for the benefits of investors or users of the financial statements.

The Audit Committee has reviewed reports on the operational results of various departments by comparing their plans and their operational results. It has made inquiries on problems, while providing opinions and considerations regarding management guidelines to ensure that the implementation of such guidelines has been made in an appropriate and transparent manner.

#### **2. Risk Management Review**

The Audit Committee has reviewed risk management, action plans and risk management guidelines in accordance with the principles set out in the Risk Management Policy in order to reduce the potential impact to an acceptable level and has also considered and reviewed the effectiveness and appropriateness of risk management processes arising from internal and external factors of the Company and monitored the progress of key risk management by considering and identifying risk factors that cover the operation and likelihood of impact from risk management. This is to ensure that the Company systematically assesses significant risks and promotes knowledge and understanding for all employees of the organization so that employees at each level acknowledge their roles and duties and are aware of responsibilities for establishing an effective internal control system of the organization, which is an important mechanism for creating value for the business.

#### **3. Review of Internal Control System**

The Audit Committee has jointly reviewed the internal control system with the auditor, The Secretary of the Audit Committee, and the Internal Audit Section every quarter in terms of operation, resource use, property care, error and damage prevention or mitigation, leaks of sensitive information, reliability of financial reports and compliance with laws, regulations and requirements. Such a review has been conducted to assess the sufficiency and suitability of the internal control system in accordance with the internal audit standards and the guidelines prescribed by the Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand in order to cover the monitoring of cybersecurity performance of the Company's information systems. In addition, the Audit Committee continuously raises awareness to promote morality, ethics, code of conduct, anti-corruption and internal control with employees. A cybersecurity awareness test is conducted so that all employees gain knowledge and understanding and are ready to deal with unexpected events in the present, under the supervision of the Technology and Cybersecurity Committee. It also considered the audit results according to the approved audit plan and reported the audit results, whereby the management of the Company has monitored and ensured that there were correction and improvement in accordance with the recommendations of the Audit Committee on a continual basis. It shall adjust and improve the internal control system to be in line with changing circumstances. From the internal audit results, there has no weakness or defect in the internal control system which may materially impact business operations of the Company.

In 2024, The Audit Committee is of the opinion that the Company has sufficient and suitable internal control system and risk oversight for business efficiency. In addition, the auditor has assessed the internal control system and not found significant weakness which may have impact on the Company's financial statements.

#### **4. Review of Compliance with Business Related Laws**

The Audit Committee has reviewed the compliance with the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission's Rule of Practice and other laws related to the business of the Company and found that compliance has been made correctly with related laws. The Audit Committee did not receive any reports from the auditor, allegation from outside, management's information disclosure and internal audit on non-compliance that would significantly affect the Company. It could be concluded that the Company has effective control of legal compliance and there is no non-compliance that would significantly affect it.

## **5. Review of Implementation of Anti-Corruption Criteria**

The Audit Committee has reviewed the internal control system, including governance of compliance with anti-corruption measures and the establishment of preventive approaches of potential corruption. Channels for complaints and whistleblowing about corruption, misconduct or violation of code of conduct are provided through the Company's website and email address, along with implementing appropriate measures to handle complaints and protect whistleblowers. These actions enable the Audit Committee and the Internal Audit Department to timely and identify any irregularities within the Company. Anti-corruption promotion and communication activities are organized, and the Company also organized an event inviting SME partners to participate in the THAI PRIVATE SECTOR COLLECTIVE ACTION AGAINST CORRUPTION Seminar. The results of the internal audit showed no significant weaknesses or deficiencies in the internal control system in accordance with anti-corruption measures. The Audit Committee is of the opinion that the Company has the internal control system and Implementation supervision in accordance with appropriate anti-corruption criteria.

## **6. Review of Charters of the Audit Committee and Charters of the Internal Audit Section**

The Audit Committee reviewed its Charter to be suitable, in accordance with its newly established duties and responsibilities as well as relevant legal provisions by performing its duties with due care, independence and transparency for maximum benefits of the Company. Accordingly, the Audit Committee was confident that the financial statements of Supalai Public Company Limited and its subsidiaries were correct, reliable and in accordance with generally accepted accounting principles. Also, its financial reporting standards have been adopted according to the risk management as well as effective and sufficient internal control system, while being consistent with relevant laws and official requirements in all respects.

In addition, the Audit Committee has reviewed the Charter of the Internal Audit Section to ensure its suitability and consistency with the responsibilities of the Internal Audit Section as the Charter would be used as operational guidelines. This will also raise awareness of the importance of corporate governance.

## **7. Oversight of Internal Audit**

The Audit Committee has tasked with the oversight of the Internal Audit Section, which covers the unit's key operations, scope of duties and responsibilities as well as its independence in performing audit, the organizational and workforce management. The Audit Committee reviews and approves an annual audit plan established in accordance with risk assessment results from various departments while providing operational advice to the Internal Audit Section on an ongoing basis. This is to ensure that internal auditing has been conducted in compliance with international standards, compliance with sustainability guidelines and the professional practice framework for enhanced efficiency. In addition, the Audit Committee keeps track of corrective actions with a focus on significant issues in audit reports. In summary, the Audit Committee found that the Company has implemented the internal audit system and information management in a sufficient, suitable and effective manner. The Internal Audit Section has been able to perform its duties independently while offering consultation information which have contributed to the Company's effective decision making to improve business efficiency.

## **8. Consideration to Appoint the Auditor and Auditing Fee**

The Audit Committee considered selecting and proposing to appoint the auditor and determine the auditing fee for the year 2024 by taking into consideration the performance of the previous year of the auditor in compliance with the assessment criteria of the Company in terms of the auditor's qualifications, independence in performing duties, quality and standards of work, which are satisfactory and the auditor has possessed the qualifications in line with the Notification of the Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand (SET). The Audit Committee, therefore, had proposed to the Board of Directors to nominate to the Annual General Meeting of Shareholders to further appoint EY Office Limited as auditor of the Company and its subsidiaries as well as the annual and quarterly auditing fee and the consolidated financial statements of 2024 in the amount of million 2.65 Baht.

In conclusion, the Audit Committee has performed its duties and responsibilities as outlined in the Charter with knowledge, skills, duty of care, and sufficient independence as well as expressing opinions and suggestions for the benefit of all stakeholders equally. The performance of the Audit Committee was evaluated both at the committee level and individual member level in accordance with the "Good Practices of the Stock Exchange of Thailand" to ensure that its operations are effective and achieve the intended objectives. The Audit Committee deems that the Company's financial statements are accurate, reliable and compliant with generally accepted accounting standards with adequate and timely disclosure. In addition, operations are performed in accordance with the requirements relating to business operations and the good internal control system and risk management are provided by monitoring new situations and risks to be prepared for new potential risks in the present and in the future. The internal control system is provided sufficiently and appropriately for business operations.

## Information on summary of the results of duty performance of subcommittees

### Meeting attendance and the results of duty performance of subcommittees

#### Meeting attendance Executive Committee

Meeting Executive Committee (times) : 7

List of Directors	Meeting attendance Executive Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Dr. PRATEEP TANGMATITHAM (Chairman of the executive committee)	7	/	7
2 Mrs. AJCHARA TANGMATITHAM (Vice-chairman of the executive committee)	7	/	7
3 Mr. TRITECHA TANGMATITHAM (Member of the executive committee)	7	/	7

#### The results of duty performance of Executive Committee

Meeting with the Human Resources Department on employee welfare and annual employee evaluation results

#### Meeting attendance The Nomination and Compensation Committee

Meeting The Nomination and Compensation Committee (times) : 2

List of Directors	Meeting attendance The Nomination and Compensation Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG (The chairman of the subcommittee)	2	/	2
2 Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Member of the subcommittee)	2	/	2
3 Mrs. AJCHARA TANGMATITHAM (Member of the subcommittee)	2	/	2

#### The results of duty performance of The Nomination and Compensation Committee

The Nomination and Compensation Committee consists of at least 3 directors and more than half of them must be independent directors. The Nomination and Compensation Committee performs duties as assigned with duty of care, prudence, transparency, integrity, and reasonableness, including reviews operations in accordance with the current situation and the Company's operating strategies by mainly taking into account the highest interests of shareholders and all stakeholders. In addition, the Committee must study additional information of related matters comprehensively, encourages each director to express opinions independently and constructively based on their duties and responsibilities set out in the charter of the Nomination and Compensation Committee. In 2024, there were 2 Nomination and Compensation Committee's meetings and the results of the meetings were reported together with opinions and suggestions to the Board of Directors for acknowledgement continuously. The key operations in 2024 can be summarized as follows:

### **Nomination of Persons to be Appointed as Directors**

The nomination methods for the Board of Directors are established with criteria and transparency, adhering to good practice guidelines under the good corporate governance principles, in order to build confidence for shareholders and all stakeholders. They are disclosed in Annual Registration Statement/Annual Report (Form 56-1 One Report) and the Company's website.

In addition, the Nomination and Compensation Committee provides opportunities to shareholders to nominate names of persons deemed appropriate to be selected as directors. During September 10, 2024 - November 11, 2024, there was no shareholder nominating a candidate for appointment as a director, so the Nomination and Compensation Committee proposed to consider re-electing the directors who retired by rotation for the year 2024 to be a director for another term. The Shareholders' Meeting passed the resolution to approve the appointment of new directors as proposed. The newly appointed directors meet all qualifications under the Public Limited Companies Act and do not possess the prohibited characteristics as stipulated or specified in laws that are applicable to the Company. In addition, they are qualified persons, have no interests or conflicts of interest with the Company and possess qualifications, knowledge and capabilities in line with the Company's business strategies. This involves overseeing the succession plan and maintaining an up-to-date succession pool of executive management to ensure business continuity. However, Details are disclosed for transparency of the audit in this Annual Registration Statement/Annual Report (Form 56-1 One Report). According to the results of the assessment, it is concluded that all independent directors are independent.

### **Determination of Compensation for Directors, Sub-committees and Executive Committee**

Guidelines for determining the Compensation for the Board of directors, sub-committee, Chairman of Executive Committee and executive management are considered. Methods and rules for determining fair and reasonable compensation are also established based on performances and operational achievements compared with Key Performance Indicators (KPIs), which are in line with the interests for stakeholders. They covers the performances on economic social, environmental and corporate governance aspects. Compensation consideration takes into account the responsibility of directors, size of business, business environment, overall economic situations and performances reflected and linked to the operating results. In addition, the Company's compensation rate must be compared with that of the same industry, which is at a competitive level and reasonable. The Compensation rate was proposed to the 2024 Annual General Meeting of Shareholders for approval. The Compensation of directors, sub-committees as well as the Chairman of the Executive Committee and senior executives is considered appropriately based on performances the Company's operating results. Human resource management policy and plans are considered to be in line with the Company's business strategy. Opinions are provided to the Chairman of the Executive Committee for presenting to the Board of Directors accordingly.

### **Evaluation of Performances of the Board of Directors, Sub-committees and Independent Directors**

Self-Assessment of the Board of Directors and the sub-committees (the whole group) is provided individually. It is reported to the Board of Directors for acknowledgment in order to apply the evaluation results to improve operations and achieve the objectives of the Company. In addition, independent directors' independence is assessed annually. In 2024, independent director's performances are evaluated additionally. The evaluation results concluded that all independent directors met the qualifications under the rules of the Securities and Exchange Commission of Thailand and also performed duties completely based on the assigned scope of duties, expressed opinions independently and had no conflict of interest or significant interests with the Company.

### **Improvement and Development of Roles and Duties of the Nomination and Compensation Committee**

The charter of the Nomination and Compensation Committee is considered and reviewed annually. Any matters are screened based on roles and duties in order to improve the performance of duties for the highest benefits of shareholders, which are proposed to the Board of Directors for approval. In addition, the qualifications of the Chairman of the Executive Committee in the policy on succession plan is also reviewed.

### **Composition and Diversity of the Board of Directors**

The level of expertise of the entire Board of Directors structure is considered and determined according to the average board skill matrix of not less than 80% Board Diversity and consider the key performance indicators (KPIs) and review the necessary qualifications and skills for the nomination of directors. are considered and reviewed in order to review the structure, composition and expertise of the Board of Directors and sub-committees of the Company in accordance with the Company's business strategy. This is to be used as information for considering the nomination of directors who would retire by rotation and the selection in accordance with the Company's business strategies. The Board of Directors is of the opinion that the current composition of the Board of Directors and the sub-committees is appropriate for the Company's business.



The Nomination and Compensation Committee pays attention to the meeting attendance and proposes useful opinions and information to develop nomination and determine the compensation for all related persons fairly and appropriately. The Nomination and Compensation Committee performs operations in accordance with the good corporate governance guidelines of the Stock Exchange of Thailand, which are consistent with the Corporate Governance Code. All opinions and suggestions of the Nomination and Compensation Committee can be used as a tool for the Board of Directors to consider with confidence and reliability.

#### Director Development Plan

All directors are encouraged to attend trainings or participate in activities to continuously develop knowledge by using the Company's resources. In addition, each director has to conduct the Self-Assessment on Board Skill Matrix. The skills applied for evaluation are comprehensive and consistent with the Company's business strategies.

### Meeting attendance The Corporate Governance and Sustainability Development Committee

Meeting The Corporate Governance and Sustainability Development Committee (times) : 2

List of Directors	Meeting attendance The Corporate Governance and Sustainability Development Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (The chairman of the subcommittee)	1	/	1
2 Mr. ATIP BIJANONDA (Member of the subcommittee)	1	/	1
3 Mr. PRASAS TANGMATITAM (Member of the subcommittee)	1	/	1
4 Mr. TRITECHA TANGMATITHAM (Member of the subcommittee)	1	/	1

### The results of duty performance of The Corporate Governance and Sustainability Development Committee

The Corporate Governance and Sustainability Development Committee consists of 4 directors. The Chairman of the Corporate Governance and Sustainability Development Committee is an independent director. In 2024, the Corporate Governance and Sustainability Development Committee held 1 meeting. It is responsible for corporate governance of the Company in accordance with good corporate governance principles under the good corporate governance principles of the Stock Exchange of Thailand and the international principles of the Organization for Economic Cooperation and Development (OECD).

The Corporate Governance and Sustainability Development Committee focuses on and is committed to improving operational efficiency in good corporate governance to be effective. The Committee conducts administration with transparency, fairness and traceability and monitors the implementation under the good corporate governance plan by adhering to the code of conduct for sustainable growth. The duties of the Corporate Governance and Sustainability Development Committee also include operations on anti-corruption, creation of fairness and responsibilities to stakeholders, such as employees, customers, business partners, communities, contractors, shareholders, society, environment and government agencies, and paying attention to sustainability management in economic, environmental, social and governance aspects. The substances can be summarized as follows:

#### 1. Rights of Shareholders and Equitable Treatment of Shareholders

Supervising and offering opportunities to shareholders to propose and append agenda items and inquiries in advance and nominate a person for election of directors in advance from September 10, 2024 to November 11, 2024.

- Supervising the 2024 Annual General Meeting of Shareholders by adequately providing information, date, time, venue, agenda, and all relevant matters to be decided to the Shareholders' Meeting in advance, and facilitating and encouraging all shareholders, including institutional investors, to attend the Company's shareholders' meetings and fully cast votes. As a result, the Company has received an excellent score from the AGM Checklist for 12 consecutive years from Thai Investors Association.
- Supervising and notifying shareholders to acknowledge the rules of the meeting in advance in both Thai and English through the website and submitting the invitation letter in advance in order to provide opportunities to shareholders and institutional investors to study details of each agenda and prepare the proxy documents for not less than 28 days and publishing the notice of the Shareholders' Meeting in the newspaper for 3 consecutive days at least 3 days before the date of meeting.
- Supervising the preparation of meeting agenda to include objectives and reasons of each agenda and opinions of the directors of each agenda clearly.
- Supervising and requesting volunteers who independently monitor the vote counting to participate in the vote counting at the vote counting point in each agenda item of the meeting and disclose the resolution of the Annual General Meeting of Shareholders together with the voting results after the meeting by notifying the Stock Exchange of Thailand and disclosing it on the Company's website by the end of the day after the meeting.
- Facilitating foreign shareholders by preparing documents in 2 languages, Thai and English and creating a website of the Company ([www.supalai.com](http://www.supalai.com)) in 2 languages to provide publishing services to interested shareholders.
- All directors, executives and employees are required to prepare a report on conflict of interest. In 2024, there was no significant conflict of interest.
- All directors and executives are required to be responsible for reporting their holdings and changes in securities according to laws. The Company Secretary regularly collects and reports to the Board of Directors' Meetings every quarter.
- Supervising the implementation according to practices on insider trading by prohibiting directors, executives and employees involved in information from trading the Company's securities during 1 month prior to the publication of the financial statements for the public.
- Information on connected transactions must be completely disclosed in the Annual Registration Statement/Annual Report (Form 56-1 One Report) However, if there is a connected transaction, such transaction must be approved by the Board of Directors before implementation. In addition, information on transaction details, transaction value, reasons and necessity is disclosed in the Annual Registration Statement/Annual Report (Form 56-1 One Report) in accordance with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, Thailand. The Audit Committee also attends the meeting to consider and ensure fair and reasonable connected transactions.
- Supervising directors and executives to review and disclose information about their interests and related parties so that directors can consider the Company's transactions that may have conflicts of interest and make decisions for the overall benefits of the Company and requiring directors with interests to abstain from voting and refraining from expressing opinions.

## **2. Taking into Account Roles and Business Development for Sustainability**

- Supervising the preparation of code of conduct for suppliers and reviewing supplier policy to demonstrate the Company's commitment to supporting supply chain management and developing it concretely; In 2023, supervising self-assessment of suppliers in terms of supply chain management. Ethical and socially responsible operations are the development of work processes to create value for all stakeholders and long-term value with suppliers and enhance the Company's competitive advantage sustainably. In 2024, the Company invited SME partners to the seminar to build an anti-corruption network. It was a synergy to create awareness and enhance business standards with transparency for sustainable growth.
- Ensuring that there is a channel for reporting clues or complaints from illegal acts or corruption offences or offences of violation of business ethics or any violation of human rights; Complaints can be made via telephone number 1720 or by e-mail to the Internal Audit Department (e-mail: [anti-corruption@supalai.com](mailto:anti-corruption@supalai.com)), which are reported directly to the Independent Director Committee.
- The Company is committed to developing the Company and its stakeholders in all aspects to grow sustainably together by focusing on environment, society and governance and adhering to the principles of operation in accordance with sustainability criteria (SET ESG Ratings). In 2024, a staff the training program on the topic "ESG" : Tangible Sustainability Closer than You Think" was conducted through the Supalai Coin Next Application System. Plus, the measure of employee awareness on ESG was implemented to support and improve the development of an organizational culture with ethical standards and social and environmental responsibility.
- The Company promotes and supports SME suppliers and announces its intention to become a CAC member in order to create a sustainable supply chain network. In 2024, the Company has received the CAC Change Agent Award from the Thai

Private Sector Collective Action Against Coalition (CAC) for 3 consecutive years.

### 3.Information Disclosure and Transparency

- Providing the disclosure of Annual Registration Statement/Annual Report (Form 56-1 One Report) as well as the report of quarterly operating results, financial statements, and important information for shareholders, investors and the general public, which contain all complete, adequate and reliable substances in a timely manner through various channels, such as the Stock Exchange of Thailand system, and the Company's website (www.supalai.com) in both Thai and English versions.
- Supervising and disclosing the performance of sustainable development through the Annual Registration Statement/Annual Report (Form 56-1 One Report) on the topic of sustainable business driving under Global Reporting Initiative (GRI) Standards - Core Option in order to reflect the factors affecting the Company's sustainable business operations in economic, environmental, social and corporate governance.

### 4.Responsibilities of the Committee

- Supervising the formulation of sustainability directions and strategies to be in line with business goals that represent social and environmental responsibility, as well as supporting sustainability action plans to balance 3 dimensions in an integrated manner, including economic, social, and environmental aspects, under the good governance, and also collaborating with stakeholders to drive operations to achieve sustainability.
- Supervising relevant sustainability plans and performances to support the Company's sustainability strategic plan to demonstrate social and environmental responsibility by following up outcomes and providing advice.
- Supervising IT Governance and reviewing the personal information protection management process to be suitable for the nature of the Company's business and in accordance with legal requirements.
- Supervising the meeting among non-executive directors without the participation of the Management to give the independent directors an opportunity to express their opinions.
- Review and update the Good Corporate Governance Policy Handbook and Code of Conduct Handbook for employees to be clear, concise and easy to understand. Employees are aware of the Code of Conduct and policies through the SPL Consent system.
- Encouraging the Company's directors to attend training.

### 5.Corporate Governance Awards

The Company was ranked in the category of “Excellence” for the 12 consecutive years based on the survey results of the Good Corporate Governance of Listed Companies in 2024 organized by the Thai Institute of Directors Association collaborating with the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, Thailand.

The Corporate Governance and Sustainability Development Committee is still committed to developing transparent operations on corporate governance to be a good model as the Corporate Governance and Sustainability Development Committee absolutely believes that the management based on the rule of laws, integrity, transparency, traceability and continuous improvement of good corporate governance, including the emphasis on the highest responsibility to the stakeholders, will cause the organization to grow sustainably and build confidence to shareholders and all stakeholders.

### Meeting attendance The Risk Management Committee

Meeting The Risk Management Committee : 2  
(times)

List of Directors	Meeting attendance The Risk Management Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. ATIP BIJANONDA (The chairman of the subcommittee)	2	/	2

List of Directors	Meeting attendance The Risk Management Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
2 Mr. ANANT GATEPITHAYA (Member of the subcommittee)	2	/	2
3 Mr. TRITECHA TANGMATITHAM (Member of the subcommittee)	2	/	2
4 Mr. KRID CHANCHAROENSUK (Member of the subcommittee)	2	/	2

## The results of duty performance of The Risk Management Committee

The Risk Management Committee performs duties as assigned by the Board of Directors. Its scope of duties and responsibilities is specified in the Charter of the Risk Management Committee.

In 2017, the Risk Management Committee appointed a Risk Management Sub-Committee, whose main responsibility is to formulate concrete risk management guidelines. In 2023, two Risk Management Committee's meetings and two Risk Management Sub-Committee's meetings were held to determine, review, and update the Risk Management Policy, Charter of the Risk Management Committee, Corporate Risk Management Framework, and Corporate Risk Management Process to the rapidly changing situations and the business operations, and also to provide recommendations on risk management guidelines that are consistent with the strategic direction of the business plan. This is to allow the Risk Owner to manage significant risks to Risk Appetite and to ensure that the Company has adequate and effective risk management in accordance with international standards (COSO ERM 2017), as well as to continuously support the development of risk management at all levels to create the organizational culture of risk management.

In addition, there is follow-up, evaluation, review and approval for the risk management plan, which covers various types of major risks, including Strategy Risk, Operation Risk, Financial Risk, Compliance Risk, Corruption Risk, Market Risk, Cybersecurity Risk, Emerging Risk, and Risks on the Company's sustainability issues, covering Environmental, Climate Change, Social, and Corporate Governance (ESG).

According to the performance of duties of the Risk Management Committee in the previous year, the Risk Management Committee had taken steps to ensure that risk management was adequate and appropriate, which had been implemented continuously until the risk was at an acceptable level for the Company. The implementation was as follows:

- Holding two Risk Management Committee's meetings and two Risk Management Sub-Committee's meetings; the Chairman of the Risk Management Committee summarized the opinions of the Meeting and presented them to the Board of Directors for acknowledgement and/or consideration.
- Reviewing the Risk Management Policy and the Charter of the Risk Management Committee.
- Considering the Risk Map and Risk Radar Chart.
- Determining, reviewing, approving and suggesting risk management guidelines related to the Company's business operations by issuing a resolution from the meeting to the Risk Owner to conduct risk management and providing an internal control system covering various types of risks, including:
  - o Strategy Risk
  - o Operation Risk
  - o Financial Risk
  - o Compliance Risk
  - o Corruption Risk
  - o Market Risk
  - o Emerging Risk by assessing the likelihood of unprecedented future risks to plan and manage risks in advance, such as technology, economic conditions, politics, wars, social trends, etc., and
  - o Risks on the Company's sustainability issues covering Environmental, Climate Change, Social, and Corporate Governance (ESG) aspects

The Risk Management Unit shall conduct monthly follow-up on risk management and report to the Risk Management Committee.

- Considering the assessment of likelihood and impact to assess the organization's risk appetite.
- Determining key materiality on sustainability of the Company by assessing the impact of sustainability issues on the Company and its stakeholders, covering Environmental, Climate Change, Social, and Corporate Governance (ESG) while

prioritizing them.

- Determining key risks in key materiality on the sustainability of the Company and assessing the risk level, likelihood and impact, defining risk appetite, key risk indicators (KRIs), and risk matrix showing the prioritization or severity of risks, and providing recommendations / formulating policies / proposing additional risk mitigation plans to line executives.
- Organizing a forum to listen to opinions from stakeholders and external experts to obtain information and suggestions covering the topics of products, services, sustainability, good governance and real estate leadership; The participants were major contractors and building material partners.
- Supervising and providing risk management training courses for employees and supervisors through an online self-learning system and offering training to provide basic risk knowledge to new employees to have an understanding of risk-based thinking and apply it in their operations, including providing training and testing knowledge in Cybersecurity Risk for employees and executives.
- Supervising and providing the evaluation of risk management through an online system for all employees in the Company and its subsidiaries to enhance and improve their knowledge and understanding of risk management.
- Providing a questionnaire for employees' opinions on corporate risk management and assigning supervisors to prepare a self-declared assessment on the creation of a risk management environment to improve and develop guidelines for strengthening the corporate risk management culture.
- Supervising and providing communication channels on risk management that everyone in the Company can access by using information efficiently and effectively.
- Reviewing the Risk Management Handbook to guide employees in managing the organization's risks.
- Supervising and providing a Business Continuity Plan (BCP) to enable the Company to operate its business continuously and enhance the organization's image in terms of good management, consisting of:
  - o Business Continuity Plan in case of accident at the construction project
  - o Business Continuity Plan in case of flooding at the construction project
  - o Business Continuity Plan in case of crisis at the construction project
  - o Business Continuity Plan in case of crisis at the head office
  - o Disaster Recovery Plan (DRP) in case of data loss on Cloud Computing

The Risk Management Committee has the following key action plans in 2025:

- Holding two Risk Management Committee's meetings and two Risk Management Sub-Committee's meetings; the Chairman of the Risk Management Committee summarizing the opinions of the meeting and presenting them to the Board of Directors for acknowledgement and/or consideration.
- Reviewing and updating the Risk Management Policy and the Charter of the Risk Management Committee in accordance with the business strategy and vision.
- Considering key materiality on sustainability of the Company.
- Determining, analyzing and assessing corporate risks to cover all major risks and assessing their risk levels, defining risk appetite, key risk indicators (KRIs), and a risk matrix showing prioritization or severity of risks by assessing likelihood and impact. Additionally, providing advice / formulating policies / proposing additional risk mitigation plans to line executives to manage risk appetite.
- Consistently providing communication and knowledge on risk management to employees at all levels, such as communication through the risk handbook in comic version, communication news and warnings about potential risks and knowledge about risk management in the Company's Intranet system, e-mail and Line Group, etc.
- Establishing and reviewing a Business Continuity Plan (BCP) to enable the Company to operate its business continuously and enhance the image of the organization in terms of good management.
- Providing risk management training courses for employees and supervisors through an online self-learning system and orientation to new employees to have a basic understanding of risk-based thinking so that they can apply the risk management concept to their operations.

According to the implementation of risk management, the Company is confident that it will be able to achieve its business goals to maximize the benefits of shareholders and all groups of stakeholders.

## Meeting attendance The Independent Directors Committee

Meeting The Independent Directors : 1  
Committee (times)

List of Directors	Meeting attendance The Independent Directors Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Assoc.Prof.Dr. VIRACH APHIMETEETAMRONG (The chairman of the subcommittee)	1	/	1
2 Mr. ANANT GATEPITHAYA (Member of the subcommittee)	1	/	1
3 Assist Prof. ASWIN BIJAYAYODHIN (Member of the subcommittee)	1	/	1
4 Assoc.Prof.Dr SOMJAI PHAGAPHASVIVAT (Member of the subcommittee)	1	/	1

### The results of duty performance of The Independent Directors Committee

The Company supports the development of the Company's management system and operations. Non-executive Directors and independent directors are allowed to hold meetings as deemed appropriate without executive directors or the Management attending the meeting in order to discuss issues on the business management of the Company or other highlighted matters which cause benefits to the Company and all stakeholders as they can express their opinions independently and create different perspectives. In 2024, there was a meeting held on June 11, 2024. The issues discussed at the meeting were disclosed by reporting to the Board of Directors' Meeting No. 7/2024 held on July 2, 2024 Assoc.Prof. Dr.Virach Aphimeteetamrong to be the Chairman of the Independent Director Committee and is responsible for determining the agenda of the Independent Director Committee's meeting by supervising and including important matters to the agenda of the Independent Director's meeting. The results of the meeting were reported to the Board of Directors for acknowledgement.

### Meeting attendance The Management Committee

Meeting The Management Committee (times) : 3

List of Directors	Meeting attendance The Management Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Dr. PRATEEP TANGMATITHAM (The chairman of the subcommittee)	3	/	3
2 Mrs. AJCHARA TANGMATITHAM (Vice-chairman of the subcommittee)	3	/	3
3 Mr. TRITECHA TANGMATITHAM (Member of the subcommittee)	2	/	3
4 Mrs. Varunee Lapitananuvat (Member of the subcommittee)	3	/	3
5 Mr. Kittipong Sirilaktrakun (Member of the subcommittee)	1	/	3
6 Mr. Boonchai Chaiananbovorn (Member of the subcommittee)	3	/	3

List of Directors	Meeting attendance The Management Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
7 Ms. Tanwarat Punyaratana (Member of the subcommittee)	3	/	3
8 Mrs. Siriporn Wangsapar (Member of the subcommittee)	3	/	3
9 Mr. Rachai Piyavajanusorn (Member of the subcommittee)	3	/	3
10 Mr. KRID CHANCHAROENSUK (Member of the subcommittee)	2	/	3
11 Mr. Chaijak Watanyoo (Member of the subcommittee)	3	/	3

### The results of duty performance of The Management Committee

The Management Committee attended a meeting with the Executive Committee and the Board of Directors to consider and approve the 5-year strategic plan at Supalai Scenic Bay Resort And Spa, Phuket, on October 16, 2021 (Strategic Plan for the year 2022 -2026). It is used to establish the efficient and effective action plan according to the policy, direction, strategy, goals and management structure of the Company. The performances shall be reported to the Executive Committee and the Board of Directors, respectively, through the Board of Directors' Meeting agenda which is set as a standard agenda. In 2024, there was the management meeting total 3 time.

## Corporate Sustainability Policy

### Information on policy and goals of sustainable management

#### Sustainability Policy

Sustainability Policy : Yes

The overall summary is based on the attached link

Reference link for sustainability policy : <https://www.supalai.com/en/about/governance/sustainable-development>

Page number of the reference link : 1

#### Sustainability management goals

Does the company set sustainability management goals : Yes

The overall summary is based on the attached link Page 148

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

United Nations SDGs that align with the organization's sustainability management goals : Goal 3 Good Health and Well-being, Goal 4 Quality Education, Goal 5 Gender Equality, Goal 6 Clean Water and Sanitation, Goal 7 Affordable and Clean Energy, Goal 8 Decent Work and Economic Growth, Goal 9 Industry, Innovation and Infrastructure, Goal 10 Reduce Inequalities, Goal 11 Sustainable Cities and Communities, Goal 12 Responsible Consumption and Production, Goal 13 Climate Action, Goal 15 Life on Land, Goal 16 Peace, Justice and Strong Institutions, Goal 17 Partnerships for the Goals

### Information on review of policy and/or goals of sustainable management over the past year

#### Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year : No

Has the company changed and developed the policy and/or goals of sustainable management over the past year : No

### Information on impacts on stakeholder management in business value chain

#### Business value chain

The overall summary is based on the attached link page 150-152

<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

#### Business value chain diagram



### 3.2 Management of Impacts on Stakeholders in Business Value Chain (GRI 3-1, 3-2, 3-3)

Supalai Public Company Limited has integrated supply chain management as a key strategy in its business operations to foster sustainability and enhance efficiency across all processes. This approach extends throughout the value chain, ensuring all stakeholders derive the greatest possible benefits.



Management of Impacts on Stakeholder in Business Value Chain

Analysis of stakeholders in the business value chain

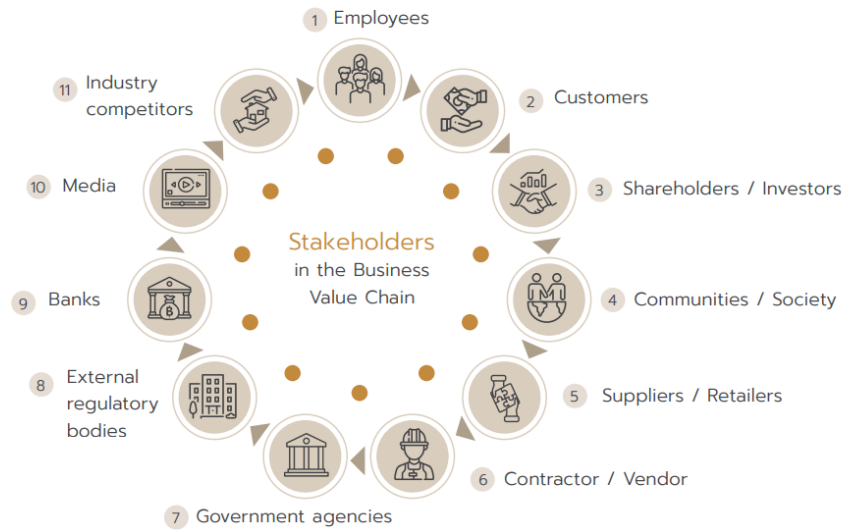
Details of stakeholder analysis in the business value chain<sup>(6)</sup>

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<b>Internal stakeholders</b>			
• Employees	-	-	<ul style="list-style-type: none"> <li>• Online Communication</li> <li>• Internal Meeting</li> <li>• Employee Engagement Survey</li> <li>• Training / Seminar</li> </ul>
• Shareholders	-	-	<ul style="list-style-type: none"> <li>• Annual General Meeting (AGM)</li> </ul>
<ul style="list-style-type: none"> <li>• Suppliers</li> <li>• Product distributors</li> </ul>	-	-	<ul style="list-style-type: none"> <li>• Visit</li> <li>• Online Communication</li> <li>• External Meeting</li> <li>• Training / Seminar</li> </ul>
• Contractors	-	-	<ul style="list-style-type: none"> <li>• Visit</li> <li>• Online Communication</li> <li>• External Meeting</li> <li>• Training / Seminar</li> </ul>
<b>External stakeholders</b>			
• Customers	-	-	<ul style="list-style-type: none"> <li>• Online Communication</li> <li>• Complaint Reception</li> <li>• Satisfaction Survey</li> </ul>
<ul style="list-style-type: none"> <li>• Community</li> <li>• Society</li> </ul>	-	-	<ul style="list-style-type: none"> <li>• Social Event</li> <li>• Online Communication</li> <li>• External Meeting</li> <li>• Training / Seminar</li> </ul>
• Government agencies and Regulators	-	-	<ul style="list-style-type: none"> <li>• Online Communication</li> <li>• External Meeting</li> </ul>
• Financial institution	-	-	<ul style="list-style-type: none"> <li>• Online Communication</li> <li>• External Meeting</li> </ul>
• Media	-	-	<ul style="list-style-type: none"> <li>• Visit</li> <li>• Press Release</li> <li>• Social Event</li> <li>• Online Communication</li> </ul>
• Competitors	-	-	<ul style="list-style-type: none"> <li>• Others</li> <li>• -</li> </ul>

Diagram of the stakeholder analysis in the business value chain

### 3.2.2 Analysis of Stakeholders in the Business Value Chain

The Company has identified and analyzed 11 key stakeholder groups: employees, customers, shareholders/investors, communities/society, suppliers / retailers, contractors / vendors, government agencies, external regulatory bodies, banks, media, and industry competitors. To ensure effective engagement, the Company has established communication channels, policies, and responsible personnel for various stakeholder groups, such as employees, customers, and shareholders. This approach ensures a comprehensive and responsive system that addresses the needs and expectations of all stakeholders. In 2024, the Company actively engaged and communicated with stakeholders through various initiatives and participation activities as follows:



Analysis of Stakeholders in the Business Value Chain

Remark: <sup>(6)</sup>The Company has identified and analyzed 11 key stakeholder groups: employees, customers, shareholders/investors, communities/society, suppliers/retailers, contractors/vendor, government agencies, external regulatory bodies, banks, media, and industry competitors. To ensure effective engagement, the company has established communication channels, policies, and responsible personnel\*\* for various stakeholder groups, such as employees, customers, and shareholders. This approach ensures a comprehensive and responsive system that addresses the needs and expectations of all stakeholders.

### Information on organization's material sustainability topics

#### Organization's material sustainability topics

The company has identified its sustainability materiality topics : Yes  
 Over the past year, the company has reviewed its : Yes  
 sustainability materiality topics

#### Details of organization's material sustainability topics

The names of the sustainability materiality topics	Subjects related to the sustainability materiality topics
-	<ul style="list-style-type: none"> <li>• Environmental Management Standards Policy and Compliance</li> <li>• Energy Management</li> <li>• Water Management</li> <li>• Waste and Waste Management</li> <li>• Greenhouse Gas Management</li> <li>• Biodiversity Management</li> <li>• Human Rights</li> <li>• Fair Labor Practices</li> <li>• Customer / Consumer Responsibility</li> <li>• Community / Social Responsibility</li> <li>• Good Governance</li> <li>• Sustainability Risk Management</li> <li>• Sustainable Supply Chain Management</li> <li>• Innovation Development</li> </ul>

Diagram of organization’s material sustainability topics

Summary of Key Sustainability Issues



Summary of Key Sustainability Issues

Information on sustainability report

Corporate sustainability report

- The company’s corporate sustainability report : Have data
- Reference link for corporate sustainability report : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>
- Page number of the reference link : 148-249

Company sustainability disclosure aligned with standards

- Company sustainability disclosure aligned with standards or guidelines : GRI Standards

## Sustainability risk management

### Information on risk management policy and plan

#### Risk management policy and plan

The overall summary is based on the attached link.

Reference link to risk management policy and plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>  
Page number of the reference link : 120

### Information on ESG risk factors management standards

#### ESG risk factors management standards

Standards on ESG risk management : Yes  
Standards on ESG risk management : COSO - Enterprise risk management framework (ERM)

### Information on ESG risk factors

#### Risk factors on business operation

#### Operational risk associated with the Company or the group of companies

**Risk 1 Environmental, climate change, and natural disaster risks that may affect construction projects**

Related risk topics : [Strategic Risk](#)  
• Climate change and disasters  
ESG risks : Yes

##### Risk characteristics

The overall summary is based on the attached link. (Page. 129)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

##### Risk-related consequences

The overall summary is based on the attached link. (Page. 127-128)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

##### Risk management measures

The overall summary is based on the attached link. (Page. 129-130)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

**Risk 2 Income structures and demographic structure changes (aging society) possibly affecting changes in consumer behavior and demand**

Related risk topics : [Strategic Risk](#)  
• Behavior or needs of customers / consumers  
ESG risks : Yes

##### Risk characteristics

The overall summary is based on the attached link. (Page. 127-128)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

##### Risk-related consequences

The overall summary is based on the attached link. (Page. 127-128)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

##### Risk management measures

The overall summary is based on the attached link. (Page. 127-128)  
<https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

## Information on business continuity plan (BCP)

### Business Continuity Plan (BCP)

Business Continuity Plan (BCP) : Yes

The company has a Business Continuity Plan (BCP) and a Disaster Recovery Plan (DRP), with the information available on the company's Intranet system as follows:-The company has a Business Continuity Plan (BCP) and a Disaster Recovery Plan (DRP), with the information available on the company's Intranet system as follows :-

- 1.Business Continuity Plan in case of accident at the construction project.
- 2.Business Continuity Plan in case of flooding at the construction project.
- 3.Business Continuity Plan in case of crisis at the construction project.
- 4.Business Continuity Plan in case of crisis at the head office.
- 5.Disaster Recovery Plan (DRP) in case of data loss on Cloud Computing.

## Sustainable supply chain management

### Information on sustainable supply chain management policy and guidelines

#### Sustainable supply chain management policy and guidelines

Company's sustainable supply chain management policy and guidelines : Yes

Link for company's sustainable supply chain management policy and guidelines : <https://www.supalai.com/en/about/governance/sustainable-development>

Page number of the reference link : 1

### Information on sustainable supply chain management plan

#### Sustainable supply chain management plan

Company's sustainable supply chain management plan : Yes

Supalai Public Company Limited has adopted supply chain management processes as a key strategy in its business operations to ensure sustainability and enhance efficiency across all work processes and the value chain. The company takes into account the maximum benefits for all stakeholder groups by identifying their needs and expectations, ensuring stakeholder engagement, providing communication channels and appropriate communication frequency, as well as delivering responses from the company.

The overall summary is based on the attached link.

Reference link to sustainable supply chain management plan : <https://spali.listedcompany.com/misc/one-report/spali-one-report-2024-en.pdf>

Page number of the reference link : 149-165

### Information on new suppliers undergoing sustainability screening criteria

#### New suppliers undergoing sustainability screening criteria

Does the company use sustainability screening criteria with new suppliers? : Yes

	2022	2023	2024
Percentage of new suppliers undergoing sustainability screening criteria over the past year (%)	0.00	0.00	52.00

### Information on supplier code of conduct

#### Supplier code of conduct

Supplier code of conduct : Yes

Reference link to supplier code of conduct : <https://www.supalai.com/images/vendor/Code%20of%20Conduct%20of%20Supalai's%20Business%20Partners.pdf>

Page number of the reference link : 1

### Information on key suppliers acknowledging compliance with the supplier code of conduct

#### Key suppliers acknowledging compliance with the supplier code of conduct

Does the company require key suppliers to acknowledge : Yes  
compliance with the supplier code of conduct?

	2022	2023	2024
Percentage of key suppliers acknowledging compliance with the supplier code of conduct over the past year (%)	10.99	10.99	10.99



## Innovation development

### Information on innovation development policy and guidelines in an organizational level

#### Research and development policy (R&D)

Research and development policy (R&D) (Yes/No) : Yes

Reference link for Research and development policy : <https://www.supalai.com/en/about/governance/policy-promotion>

Page number of the reference link : 1

#### R&D expenses in the past 3 years

	2022	2023	2024
Research and development (R&D) expenses over the past 3 years (Million Baht)	525,000.00	600,000.00	440,000.00

#### Additional explanation about R&D expenses in the past 3 years

Allocate budgets for product development and projects to support operations and activities to achieve company goals and objectives, with expenses accounting for approximately 0.1% of revenue.

### Information on process of developing and promoting the company's innovation culture

#### Process of developing and promoting the company's innovation culture

Process of developing and promoting the company's : Yes  
innovation culture

#### Enterprise Innovation and Development

The company encourages employees to innovate in order to improve the company's products and projects, workflows, and services, and add value to customers, the organization, and the surrounding society.

1. Improve the value of quality and service
2. Reduce steps or processes. Reduce time. Problems may arise at problem points or in the future.
3. Creation - Creating psychological value in the form of satisfaction, value, or creating new customer experiences.

The Innovation Award is a project that encourages employees to showcase their abilities and innovations to improve the efficiency of product and service development. It is a competition to find the best innovation of the year.

The criteria for considering the best innovation are based on three main elements.

1. Have fundamental interests in the organization, employees, customers, society, and environment.
2. Creativity
3. Opportunities and possibilities for application or expansion

Every year, the company promotes the project through various media channels and invites employees to participate. On average, over 20% of employees participate in the project each year.

Reference link for process of developing and promoting the : [https://spali.listedcompany.com/misc/one-report/spali-one-report-company's innovation culture 2024-en.pdf](https://spali.listedcompany.com/misc/one-report/spali-one-report-company's-innovation-culture-2024-en.pdf)

Page number of the reference link : 246-249

### Information on innovation development benefits and research and development (R&D) expenses

#### Benefits of innovation development

##### Financial benefits

Does the company measure the financial benefits from : Yes  
innovation development?

	2022	2023	2024
Revenue or sales generated from the innovations development of product, service, or process (Baht)	12,000,000.00	40,000,000.00	50,000,000.00

Non-financial benefits

Does the company measure the non-financial benefits from : Yes  
innovation development?

	2022	2023	2024
Percentage of employees benefiting (%)	20.00	65.00	75.00

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