

Category 5 Responsibilities of The Board of Directors

1. Structure of The Board of Directors

The structure of the Board of Directors consists of individuals who are competent and must have a variety of skills, professions, specialties, gender, etc. The Board of Directors will play an important role in determining Policy and overview of the organization. It also an important role in overseeing, auditing and independently assessing the Company's performance as planned.

At 31 December 2023, The Board has 9 Directors consisting of 5 Executive Directors and 4 non-executive Directors who are qualified to be Independent directors and provide balance when votes are taken. In addition, there is also The Audit Committee consists of 4 Independent Directors who represent the shareholders in overseeing transparency in the governance of Company operations. The Independent Directors of The Company have qualifications regarding independence. According to the requirements of the Securities and Exchange Act and other relevant laws.

2. Subcommittee

The Board of Directors has also appointed 5 sub-committees to perform specific duties and propose matters to the Board of Directors for consideration or acknowledgment. Each sub-committee has the rights and duties as specified in the powers and duties of each sub-committee. The sub-committees are:

- Audit Committee
- Executive Committee
- Nomination, Remuneration and Corporate Governance Committee
- Risk Management Committee
- Strategy Committee

The Company has clearly separated the roles and responsibilities between the Board of Directors and the executives. The Board of Directors is responsible for formulating policies and supervising the operations of the executives at the policy level. While the executives are responsible for managing the company's operations in various fields in accordance with the specified policies.

The Company has a company secretary who is responsible for giving advice on rules and regulations that the Board of Directors must know and performing duties in overseeing the Board's activities. Including coordinating to ensure compliance with the Board of Directors' resolutions.

3. Role, Duties and Responsibilities of The Directors

The Board of Directors consists of individuals with a wide range of knowledge, skills and expertise. and have leadership which is acceptable The Board of Directors will take part in setting the vision, mission, strategy, policy and the company's budget, including guidelines for doing business as well as supervise the management to manage the operations in accordance with the policies set for efficiency and effectiveness under the framework of laws, objectives, regulations and resolutions of the shareholders' meeting The Board of Directors requires that the Company's vision, strategy, goals, plans and budgets be reviewed annually. As well as provide reports and follow-up on performance according to different principles approved and for the benefit of closely monitoring and supervising the Company's operations The Board of Directors therefore established various sub-committees to monitor and supervise the Company's operations.

Corporate Governance Policy

The Board of Directors has a written corporate governance policy that was accepted by The Board of Directors meeting in order that they might review this policy and act accordingly. Moreover, after The Company's ordinary shares are registered on the Stock Exchange of Thailand, The Company will act in accordance with the law and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The company has disclosed "Corporate Governance Policy" is posted on the Company's website under the heading Investor Relations. in corporate governance (<http://www.cssthai.com>). However in 2023,, the Company's Board of Directors had no cases where independent directors/non-executive directors resigned due to issues regarding the Company's corporate governance.

Business Ethics and Code of Conduct

The Company has written a code of conduct for the Board of Directors, management and employees. for those involved Uphold it as a guideline for performing duties in accordance with the Company's mission with honesty, integrity and fairness in both treatment of the Company. All groups of stakeholder's public and society as well as establishing a system to monitor compliance with such guidelines on a regular basis. The Company has announced and notified all employees and strictly adheres to them. including to ensure compliance with the said guidelines by the Ethics and Business Ethics Communication Company which has been disclosed on the company website and the company's internal website (intranet) The company also organizes training for employees. To ensure that operators are aware of and understand the Company's Code of Conduct and to ensure strict compliance.

The company has disclosed "Code of Business" is posted on the Company's website under the heading Investor Relations. in corporate governance (<http://www.cssthai.com>). However in 2023, the Board of Directors and executives of the Company had no cases of wrongdoing due to ethical and business ethical issues.

Conflicts of Interest

The Company's policy regarding conflict of interest is set on the principle that any decision affecting business operations should only be made in the interests of The Company and any action that creates a conflict of interest should be avoided. Persons with an interest in a matter under consideration must inform the Company off their relationship or connection in that matter must not take part in the decision and have no authority to approve that business.

The Audit Committee will advise The Board of Directors on matters that are connected and matters where there is conflict of interest, giving full consideration of the appropriateness in accordance with the guidelines of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2023, the company provides knowledge about conflicts of interests to new employees through Orientation, including making documents distributed via e-mail to educate Directors, Executives and employees regarding conflicts of interest and in the past year the company has not found any actions that violate the conflict of interest policy.

Committee report

The Audit Committee is responsible for reviewing financial reports with the Accounting Department and the auditor meeting together and presenting the financial reports to the Board of Directors every quarter. The Board of Directors is responsible for the Company's financial statements including financial information (Report on the responsibility of the committee for the report financial statements) appeared in 56-1 One report. The financial statements were prepared in accordance with the accounting standards certified and audited/reviewed by the Company's auditors. As well as to disclose important information both financial information and not financial on the basis of facts completely and consistently.

Leadership and Vision

The Board of Directors determines and approves the Company's vision, mission, strategy, goals, business plans and budget by requiring that the Board of Directors meet at least once a quarter to monitor the Company's performance and acknowledge the important actions of the management The Board of Directors has set a vision and mission that is appropriate and consistent with the Company's business operations. Including annual reviews to ensure that the vision and mission of the company are appropriate and in accordance with the current situation and economic conditions, which is disclosed on the Company's website In the topic about the company > Vision and Mission subheading

Internal Control

The Company places importance on the internal control system at both the management and operational levels. To ensure operational efficiency, The Company has clearly defined in writing the duties and authority of those performing tasks and the executive. There is oversight of the beneficial use of Company property and the separation of duties between those performing tasks and those supervising and evaluating. The Company appoints the Audit Committee to test the internal control system and carry out an appropriate and effective internal audit, as well as to hire outside experts to inspect the internal control system and report the results to the Audit Committee to ensure that The Company's main operations follow the specified approach and are effective. In the year 2023,

the audit results concluded that The Company has sufficient internal control to ensure confidence in achieving the specified operational objectives.

4 Risk Management

The Company made an evaluation of the adequacy of the existing internal control system in order to consider methods of revising operations to further improve efficiency.

In order to have an effective risk management process at every step in accordance with the principles of good corporate governance The Board therefore resolved to expand the scope of risk management to affiliated companies in order to create confidence among investors and all interested parties regarding business operations under the risk control system that has Guideline in accordance with consistent international principles and also reduces the risk that may occur in the future as well.

5. Meetings of The Board of Directors

The Board of Directors schedules meetings in advance each year. The Company Secretary will notify the directors of meeting dates for the entire year in advance at the end of the year before the next year's meeting. Invitations are sent out 7 days in advance, unless the situation requires an emergency meeting to protect The Company's interests. Each meeting has a clearly organized agenda. Documents with full details are prepared and sent to The Directors in advance so that they have sufficient time to study the information before the meeting.

The Chairman and Company directors jointly set the agenda and decide the subjects to be discussed at the meeting, with every director having the chance to propose topics for inclusion. Directors may discuss and give their opinions openly and the Chairman summarizes and concludes the views expressed. Votes are passed by a majority with each director having one vote. Directors with an interest will not attend the meeting and/or vote on that matter. If votes are equal, the Chairman will have a deciding vote. The minutes of the meeting will be written after the meeting has finished and the approved minutes will be kept for inspection by The Directors and others.

The committee secretary will record the minutes of the meeting as well as record the discussion, Board of Directors' opinions and send it to the Chairman of the Board of Directors to consider and certify accuracy by proposing to the meeting to certify in the first agenda of the next meeting as well as to store information or documents related to meetings for easy reference later The company has sent documents supporting the agenda every time in advance (average 7 days).

6. Remuneration of Directors and Executives

The Company has a policy to determine the appropriate remuneration for the Board of Directors and sub-committees. By considering the roles and responsibilities Directors who are assigned to be members of the sub-committees will receive additional remuneration according to their roles, duties and responsibilities, which must be comparable to the compensation of other companies of similar size and type of business and proposed to the shareholders' meeting for approval.

For the remuneration of senior management The Board of Directors assigns the Nomination and Corporate Governance Committee to consider and determine the Managing Director's remuneration in accordance with the strategy. Company plans and long-term goals as well as provide an evaluation of the Managing Director's performance according to concrete criteria. Which is consistent with the financial performance and performance according to the objectives and goals that have been set and propose to the Board of Directors for approval.

7. Evaluation Performance of the Board of Directors and sub-committees.

The Company has a policy to ask its Board of Directors to the principles of good corporate governance for listed companies to evaluate its performances at least once a year with principles and threads in the assessment with the Stock Exchange of Thailand to consider and review their performances and issues and obstacles over the year and to increase the effectiveness of The Board of Directors by principle and the topic in the evaluation in accordance with the Stock Exchange of Thailand as follows.

1. Composition and Qualifications of The Board of Directors
2. Board Meetings
3. Roles and Responsibilities of The Board of Directors
4. Duties and Independence of The Board of Directors
5. Relationship with The Board of Directors Management
6. Board Development which appraise are different sub-headings based on roles and responsibilities.

For self-assessment process of Board, Nomination, Compensation, and Corporate Governance Committee will consider performance of The Board of Directors and the committees prior to propose to The Board of Directors for consideration. Secretary will submit the evaluation form to The Board of Directors to appraise annual performance. After evaluation process has been done, will be submitted back to secretary to collect scores of each individual. The results of the performance appraisal of The Board of Directors were analyzed and reported to The Board of Directors for acknowledgment and to seek direction in supporting the performance of The Board which evaluation comprises of self-assessment form of The Board, subcommittees and individual committee.

More than 85 %	=	Excellent
More than 75 %	=	Very Good
More than 65 %	=	Good
More than 50 %	=	Acceptable
Less than 50 %	=	To be improved

In 2023, the self-assessment of The Board of Directors, individual and sub-committees can be summarized as follows.

(A) Entire Board of Directors with an average score of 98.34 at an excellent level which the highest score is the committee meeting category This is because in the past year there were many factors that had a negative impact on economic growth. The committee has increased the importance of committee meetings. The number of meeting days has been determined to be increased from 4 times to 6 times per year in order to brainstorm opinions and solutions to various problems of each director, which is beneficial to decision making and business operations of the company.

(B) Individual Board of Directors has an average score of 97.13 at an excellent level with the highest score being the committee meeting category. due to the economic situation is changing rapidly. Therefore The committee has to study a wider variety of information. To be used to express opinions that are beneficial to the company's decision making.

(C) Audit Committee get an average score of 100 at an excellent level due to Audit Committee is able to perform duties in accordance with Charter of Audit Committee excellently by reviewing to ensure that the company has accurate and reliable financial statements. It also requires the company to operate correctly according to laws and regulations and also places importance on auditing the internal control system to be transparent and verifiable.

(D) Nomination, Remuneration and Corporate Governance Committee get an average score of 100.00 at excellent level Because Nomination, Remuneration and Corporate Governance Committee Perform duties by determining the qualifications of directors to be recruited in line with regulations and the nature of the business. It also specifies methods and criteria for determining fair compensation by comparing compensation of businesses in the same industry. There is also management and supervision to ensure that the company complies with the requirements of good corporate governance.

(E) Risk Management Committee with an average score of 97.21 at an excellent level, where the topic with the highest score is the Structure and Qualifications of the Risk Management Committee. However, in 2023, the Board of Directors gave priority to concrete risk management , Therefore, it was deemed appropriate to increase the number of the Risk Management Committee and increase the number of meetings from 1 time per year to 2 times per year. To mobilize opinions and suggestions, including managing risks that may affect the company and manage such risks so that they can be controlled.

(F) Strategy Committee with an average score of 95.34 at an excellent level, the highest score is meeting. In the past year, economic conditions and situations changes rapidly and more intense, Therefore, the company has more meetings to brainstorm ideas from various opinions of each director which is beneficial to decision and business.

(G) Executive Committee with an average score of 95.00 at an excellent level, the highest score is meetings. Which, because in 2023 economic conditions and situations changes rapidly and more intense. As a result, the executive committee had to hold a brainstorming meeting for various operations. Including budget management in order to achieve the goals set.

8. Performance Assessment of President and Executives

Company has guidelines for evaluating performance of President and all executive levels by using corporate measurement and evaluation systems by dividing the assessment categories in 2 part are as follows:

- First part is using universal practice of Balanced Scorecard, which comprises of 4 factors such as financial, customer, internal and learning and development factors by the opportunity of Human Resource Department.
- Second part is regarding to leader performance based on the guidelines of the Stock Exchange of Thailand and apply to corporate practice under the responsibility of Secretary and Shareholders Department.

Besides evaluation guidelines, company also consider compensation for fairness and effectiveness based on information from the business results and comparison among the same industry which classify into short term. Salary criteria, annual Bonus, other welfare and long term benefits. Provident Fund etc., The Results of President's assessment leads to process of consideration by the Nomination, Compensation, and Corporate Governance Committee and will consider submit to The Board of Directors to consider onwards.

The company arranges for the evaluation of the President annually. To achieve the development of organizational management efficiency. In the past year, the economic situation is widely fluctuating, which affects the company's supply chain, causing the results of the financial and internal process index assessments to decline. As a result, the assessment of the effectiveness of management has increased from the original, in 2022, with a score of 92% and in 2023, the score increased by 89%.

9. New Director Orientation

The Company encourages The Directors to attend the training program to increase their understanding on the roles and responsibilities under the good corporate governance campaign by internal training Program and other institute.

Internal training The importance of new director orientation by assigning all incoming directors to attend and Executive team will provide themselves with information relevant to The Directors' duties

External training Company provides education training for new directors in various courses related to the roles and responsibilities of The Directors under the good corporate governance framework such as roles and duties of directors in accordance with the rules and regulations of The Directors, the Securities and Exchange Commission (SEC), Stock Exchange of Thailand (SET), Public Company Limited Act and Thai Institute of Directors (IOD) etc. also encourage specialized knowledge for directors to promote effective performance such as financial reporting knowledge.

10. Development of directors and executives of the company

The Board of Directors has a policy to promote training and knowledge to the directors involved in the Company's corporate governance system. which consists of Directors, Audit Committee Executive Director Risk Management Committee Member of the Nomination, Remuneration and Corporate Governance Committee as well as the company's executives in order for the operation to be continually developed if there is a change of directors The Company will provide guidance on the Company's business practices and information useful for the performance of duties of the new directors to encourage the performance of duties. Continuously effective under the framework of good corporate governance as follows:

Training of the Board of Directors

The Company has a policy to promote training and knowledge for directors to increase knowledge and understanding of good corporate governance principles, including roles and responsibilities, rules and regulations of directors in effective management under good corporate governance principle. At present, there are 9 directors and 4 directors attending courses related to the performance of duties as directors, Director Certification Program (DCP) and Director Accreditation Program (DAP) of the IOD, respectively, from a total of 9 directors, representing 100% ,

In 2023, there are 2 directors attending training, seminars and lectures as follows:

No	Name	Position	Education/Training
1	Mr. Kittirat Mekmanee	Director / Memberr of Risk Management Committee / Member of Strategic Committee / Executives Director / Managing Director Business Group	Thailand Energy Academy - The Executive Program in Energy Literacy for a Sustainable Future, TEA Class 17
2	Ms. Panida Sawatwannarat	Director / Member of Risk Management Committee / Member of Nomination, Remuneration and Corporate Governance Committee / Member of Strategic Committee / Executives Director / Managing Director Business Group	Capital Market Knowledge Development Center SET - CFO Refresher

11. Holding the position of the President in another company

The Board takes into account importance on the performance of duties as President to ensure the sufficient time to perform his duties. The Board of Directors has determined the policy for the Managing Director shall not be appointed as a Director in more than 2 other listed companies and must be agreed by The Board of Directors.

12. Policy on Director Nomination

In its nomination of directors, The Company considered the lists of qualified persons to be appointed as Director of The Company and its subsidiaries. Consider the composition of the board according to the Board Skill Matrix to consider the qualifications, knowledge, skills, profession, specific expertise, gender, and necessary experience of the directors to be recruited. So that the composition of the committee is consistent with the company's business strategy. They must be able to devote adequate time to their duties to benefit The Company's business. The Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through The Company from October to January. The Nomination, Remuneration and Corporate Governance Committee will propose to Board of Directors Meeting before propose to the Annual General Meeting to shareholders onward.

13. Determination of term of office of directors

The appropriate term of office for a director should not exceed 3 consecutive terms (since 2013 onwards), unless any director is suitable to hold office longer. The committee will consider independence and the efficiency of the performance of the said director's duties and explaining the reasons with the results of the performance of duties to the shareholders.

14. Holding the position of the Director in another company

The Board of Directors has set a policy for holding directorships in other companies. Each director may hold a directorship in no more than 5 companies listed on the Stock Exchange of Thailand.

15. The succession plan

Company recognizes importance of succession planning for top executives and the President to ensure sustainable management. Nomination and Remuneration Committee Corporate Governance determines qualifications of the successor to all aspects of management including knowledge management skills and experiences to ensure that the successor has knowledge sufficient ability to officiate. It also sets the potential for good leadership that information is based on assessment of the Stock Exchange of Thailand and applied to the context of company and assigned Human Resources Management to be responsible for project. Starting from the process of selection of external quality institutes and developed a program of qualified executive development that meets the criteria and guidelines which includes the testing and selection process on summary and report format. This will be used to provide information to the Nomination, Remuneration, and Corporate Governance Committee.

Governance of Operations of Subsidiaries and Associate Companies

The Company has the following policies on the governance of subsidiaries and associate companies:

- To send directors and/or persons assigned by The Company to be its representative according to the proportion of shares held in order to participate in the management of that business, including the right to vote in Board of Directors meetings and shareholders meeting, for the greatest benefit to The Company;
- To set the scope of authority and responsibilities of The Directors and executives representing The Company in that business in overseeing or taking part in setting important policies for business operations;
- To ensure complete and accurate disclosure of the financial status and operating results, transactions made between the subsidiary and a connected person, the acquisition or disposal of assets, or other important transactions of the subsidiary, and to apply the rules concerning disclosure and transactions of a nature similar to the rules of The Company;
- To ensure that there is an internal control system that is suitable, efficient and adequate for the main business of the subsidiary, with the internal audit department acting as a follow-up and report directly to the audit committee and also other mechanisms in the governance of the subsidiary such as approving a capital increase or decrease, winding up the subsidiary etc.

Innovation and technology development

The company has guidelines for innovation development. By developing personnel to have knowledge and abilities and be creative to encourage the development of innovations related to products and services, including the pursuit of innovations Technology comes in to help in the work process. To help increase potential and increase competitiveness. To meet the needs and highest customer satisfaction. The company has therefore developed a new transportation system to be more efficient. With the transition into Digital Transformation is considered an innovation The company's processes by implementing a transportation management system (Transportation Management System) comes in to help operations achieve the goals set by the company. This system can deliver and respond to customer needs quickly and accurately. This reflects the efficiency of the customer satisfaction assessment results, which has increased compared to the previous year, which is 2022 received a satisfaction score equal to 86.81% and in 2023 received a satisfaction score equal to 88.76%.

Oversight of the use of internal information

The Company has the following policies and methods for the oversight of The Directors, executives and employees using internal information that has not yet been publically disclosed for their own benefit, including the trading of assets to be in accordance with the law and principles of good corporate governance as follows:

- To inform directors and executives of various divisions and employees regarding their duty to disclose assets held by themselves their spouse and children still of minor age to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in compliance with Section 59 and subject to the penalties prescribed by Sections 59 and 275 of the Securities and Exchange Act B.E. 2535.
- To require directors and executives to report changes in their assets to the Office of the Securities and Exchange Commission in compliance with Section 59 of the Securities and Exchange Act B.E. 2535 within 3 business days from the date of the changes, and to send a copy of this report to The Company on the same day.
- The Company requires directors, executives and others carrying out related duties who receive important inside information that could influence the price of stock must refrain from trading in Company stock for a period of at least 1 month before the financial or inside information is disclosed publicly, and at least 24 hours afterwards, and also must not disclose that important information to others.

The Company will take disciplinary action against those violating rules against the use of inside information for their own benefit, including written warnings, pay cuts, suspension without pay or dismissal. Penalties will be determined by the intention of the act and the seriousness of the violation.

In 2023, the company will provide knowledge on the use of internal information to new employees through Orientation, including making documents distributed via e-mail to educate directors. Executives and employees about preventing the use of internal information of the company. In the past year, the directors and executives did not buy or sell the company's securities. And there were no cases of wrongdoing regarding the use of internal information.

Significant changes and developments in policies, guidelines and systems of corporate governance in the past year

The Board of Directors gives importance to good corporate governance principles because it is the principle that helps strengthen the efficient and transparent management system and can be checked. The Board of Directors will monitor and review of good corporate governance policy Business ethics every year.

In 2023, the company has improved its good corporate governance policy in accordance with relevant laws. This year has added more about the Personal Data Protection Policy (PDPA) to cover all stakeholders.

Compliance with good corporate governance principles in other matters.

The Board of Directors has established policies and encourages all employees of the Company to uphold ethical principles and the Company's Code of Conduct including corporate governance policy. The ethics and business ethics were incorporated as part of the new employee orientation course. On the first day of work, employees will receive clarifications and understandings to adhere to. In addition, there is a continuous communication to employees about the company's corporate governance policy, such as a public relations board and electronic communication channels (Intranet) including news documents with the aim of raising awareness of importance and it is the duty of everyone to work together. Ensure that the Company's operations are consistent and strictly in accordance with the intent. In the past year, there were no instances where the Board of Directors Executives and employees did not comply or violate the Company's Code of Conduct and Corporate Governance Policy.

According to the survey conducted in 2023 of the Thai Institute of Directors Association summary of the survey. The Company received an overall score in the "Excellent" The rating was 85%, It has been rated as a 5-star quality level for the 6th year in a row, demonstrating the company's commitment to continually developing CG standards to make the company a good and quality organization. including being transparent and accountable.

In 2023, it is still not possible to meet the criteria of the CGR program in the following areas:

Has not been implemented	Reason
1. The committee should consist of more than 50% independent directors.	The Board of Directors consists of qualified members with diverse qualifications, capabilities and experience. There are 4 independent directors out of the total of 9 directors, which are considered to be appropriate to the performance of The Board of directors.
2. The Chairman of The Board and the President shouldn't be the same person to divide the supervision duties and management responsibilities Clearly	Although the Chairman of the Board And the President are the same person And is not an independent director But the chairman of the board Has overseen the company Fair, transparent, verifiable by taking into account the interests of the company. By not allowing the benefit of any person It also supports and encourages directors and independent directors to Participate in discussions and express independent opinions. Including the company, there has never been a case In which the chairman has exercised the right to vote in order to decide in any resolution.
3. The board should clearly specify the term of office of independent directors in the corporate governance policy, which should not exceed 9 years, without exceptions.	The company has not yet set the term of office for independent directors to not exceed 9 years, without exception. This is because the independent directors who have held office for more than 9 years have all the qualifications according to the Public Limited Companies Act, B.E. 2535, are experienced and have expertise in accounting and finance who can provide useful advice to the Company. As well as being able to express opinions independently, which meets the criteria of the law regarding the requirements regarding independent directors. Therefore, he is considered to be an important person for the company in running the business to achieve its goals.
4. The Nomination, Remuneration and Corporate Governance Committee should be an independent committee.	The Nomination, Remuneration Committee consists of The Nomination Committee consists of 3 members consisting of 2 independent directors and 1 executive director. In which The Nomination, Remuneration Committee is an independent director .The Board of Directors has considered that The composition of the current selection committee is appropriate. Including all of the Nomination Committee who are qualified and able to perform their duties well and efficiently.
5. Anti-Corruption Action	The data preparation process is in progress due to the important data that is consistent with the internal audit plan of the internal control system auditors. Including the data review based on the self-assessment to prepare for the CAC certificate application.