



**Namyong Terminal Public Company Limited**

**Good Corporate Governance Policy**

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## Background and Reason

In accordance with 2017 Corporate Governance Code (CG Code) issued by the Securities and Exchange of Thailand and other sub-principle of Corporate Governance for listed companies. Namyong Terminal Public Company Limited (the “Company”) has provided guideline as referred above to properly apply with our suitability of the Company’s business.

## The Rights of Shareholders

The Company is aware of the importance of the rights of shareholders. The shareholders, as investors and owners of the company, obtain the fundamental shareholders’ rights which include rights to trade and transfer shares, to share in the profit of the company, to obtain the relevant and adequate information of the company in a timely manner, to participate and vote in shareholders’ general meeting, to elect the members of the Board of Directors and financial auditors, and to make a decision on issues that impact on the company such as dividend payments, stipulation and amendments to memorandum and articles of association, capital increases or decreases, and the approval of the extraordinary transactions, etc.

Apart from the above-mentioned fundamental rights, the Company underlines the support of exercising of the shareholders’ rights.

### **Shareholders’ Meetings**

The Company shall organize the Annual General Meeting of Shareholders (“**AGM**”) once a year and within 4 months from the end of the fiscal year. In the case of necessity that requires proposal of special agendas, which affects or concerns the shareholders’ benefits, or relates to the applicable conditions, regulations, and laws and that approval of the shareholders is needed, the Company may call an Extraordinary General Meeting of Shareholders for such matter.

Furthermore, in order to facilitate the shareholders who are institutional investors or custodians, the Company shall enable such shareholders to verify their names, information, and supporting documents, and to register for the meeting in advance, in order to save time and shorten the procedures taken to verify information and documents on the date of the shareholders’ meeting.

- Before the Date of Shareholders’ Meeting
  1. The Company encourages that the Board of Directors, management and any related department, including auditors, attend the shareholders’ general meetings simultaneously.
  2. The Company will send an invitation letter providing sufficient information on venue, date and time of the meeting, along with the meeting agenda and supporting information related to the meeting, at least 7 days prior to the meeting required by laws, so that the shareholders have time to study the information related to the meeting in advance. Moreover, the invitation letter and support documents are to be publicized on the Company’s website in advance and on newspaper, as a notice of the meeting appointment, for 3 consecutive days prior to the proposed meeting date.
  3. To protect the rights of the shareholders who cannot attend the meeting by themselves, the Company will send a proxy form and clearly define documents and evidences that must be attached with the proxy together with the invitation letter. Shareholders are able to delegate the grantee or the Company’s independent director to attend and vote on behalf of shareholders in the meeting. Name of

independent director will be shown in the invitation and shareholders will delegate at least 1 of all independent directors.

4. The Company encourages all shareholders to send their opinions, suggestions and questions before the meeting date within a certain period determined by the Company. All relevant principles will be publicized on the Company's website and announced on the Stock Exchange of Thailand's website.

- **Date of Shareholders' Meeting**

The Company fixed the date, time and venue of meeting where the shareholders can conveniently access. The Company also prepared the meeting documents as a supplement for the meeting notification to inform the shareholders of the procedure and process to attend the meeting, and the verification of relevant documents or evidences proving the right to participate the meeting. The Company also provides duty stamp in case of proxy appointment free of charge at the registration desk, and facilitates an appropriate and sufficient registration points, whereby the shareholders may register to attend the meeting up to 2 hours prior to the beginning of the meeting until the completion of the meeting. The barcode system was introduced by the Company to expedite the registration and vote-counting processes.

Prior to the meeting commencement, meeting the Company will introduce the Board of Directors, managements, and financial auditors of the Company and to inform the attendees of issues about the right to vote, vote counting system of shareholders. The attendees are provided with an opportunity to express opinions, suggestions and questions on each agenda with sufficient time. The meeting presider follows the agenda without any agenda on short notice, in order to encourage the shareholders to pursue the information about the agenda for decision making. For the election of the directors, the shareholders are able to vote one by one. With regard to the vote casting and the vote counting, the Company has strictly complied with the Company's Articles of Association which prescribe that 1 share is equal to 1 vote and for the latter case, the non-approval, abstention, or voided vote shall be deducted from the total number of the votes of shareholders who attends such agenda item.

- **After the Shareholders' Meeting**

The Company announced the resolutions of the shareholders' meeting via the disclosure channels of the Stock Exchange of Thailand on the following business day, and published on the website of the Company. The information stated the results of voting (approval/non-approval/abstention) of each agenda item. Furthermore, the Company submitted the minutes of the shareholders' meeting, which recorded the list of directors attending the meeting, the procedures and the results of vote counting (approval/non-approval/abstention) in respect of agenda items required shareholder's approval, including the questions put forward by the shareholders for each agenda item, to the Stock Exchange of Thailand within 9.00 hrs. of the next work day and within 14 days from the date of the shareholders' meeting to the Stock Exchange of Thailand including to disclose the minutes via the Company's website.

## **The Equitable Treatment of Shareholders**

### **Proposing Agenda Items and Nominating Candidates to be Elected as Directors**

In order to promote fair and equal treatment of all shareholders in the Annual General Meeting of Shareholders, the Company allowed minority shareholders to exercise their rights by proposing agenda items and nominating candidates to be elected as directors in advance within period and criteria as specified. Those agenda and qualified candidates are considered to propose to the Board of Directors for further consideration and agenda. These

regulations are publicized on company's website and submitted to the website of the Stock Exchange of Thailand.

### **Appointing Proxy**

To ensure protection of the rights of the shareholders who cannot attend the shareholders' meeting in person, the Company encloses a proxy form (Form B) with the meeting notification which clearly explained the list of documents and evidence required for the appointment of proxy. The shareholders may appoint his/her representative or the independent director of the Company as his/her proxy to attend the meeting and cast votes on his/her behalf. The Company will provide in the meeting notification the name of at least one independent director whom a shareholder can appoint as his/her proxy. In addition, the Company will also publish the meeting notification and the proxy forms (Form A, Form B and Form C) with the details and procedures on the Company's website.

### **Access to the Company's Information**

The Company shall not discriminate against any particular group of shareholders. All disclosed information is equally accessible by the shareholders and the public through the Company's website at [www.namyongterminal.com](http://www.namyongterminal.com) or by contacting our Investor Relations at Telephone No. 66 (0) 2679 7357 Fax No. 66 (0) 2285 6642 or E-mail: [irnamyong@namyongterminal.com](mailto:irnamyong@namyongterminal.com)

## **The Role of Stakeholders**

The Company values importance to the internal and external stakeholders of the Company, who are shareholders, employees, customers, competitors, suppliers and business partners, creditors, society and community where the Company operate business within. The Company also takes into account of the social responsibility, environment and non-violation of human right by prescribing the Code of Conduct (amendment).

The Company fully recognizes the importance of support and comments from the stakeholders to enhance the efficiency of the company. Thus, the Company observes the law and relevant regulations for the rights of the stakeholders. The Company recognizes the rights of stakeholders and the Corporate Social Responsibility established in the Company's Code of Conducts (amendment) and Corporate Governance Policy (amendment which shall be strictly observed by the directors, the management, and the employees, and also be regarded as the duties and disciplines that all must adhere to, the details of which are significant as summarized:

### **Policy and Treatment of Shareholders**

The Company is determined to perform its business operation based on the foundation of honesty and morality with aims to develop the Company in terms of growth and stability, to create profitable returns for the shareholders in the long term, to uphold equal treatment, as well as to disclose information in a transparent manner upon which the shareholders can rely. The policy and treatment of shareholders are as follow:

1. Respect and treat all shareholders equally;
2. Perform duties with honesty and proceed action in a prudent manner for the best benefit of the shareholders;
3. Publish news and information via the Company's website at [www.namyongterminal.com](http://www.namyongterminal.com); and
4. Publish financial status, operational results, and additional information with accuracy, adequacy and timeliness for decision making.

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### **Policy and Treatment of Employees**

Employees are important and valuable human resource of the Company, which are the key that drive the organization forward and grows. For this reason, the Company has stipulated policy and treatment of employees in the Code of Conduct (revised version) and the Work Rules. The employees are treated equally and fairly in terms of determining appropriate remunerations, providing welfare and benefit, and safety and hygiene in the workplace, including improving knowledge and potential of the employees. The policy and treatment of employees are as follows:

1. Provide equal and consistent opportunity for the employees to learn and develop knowledge and skills to their full potential;
2. Provide training of the working ethics on topics of good practices, transparency, and anti-corruption; and
3. Treat the employees based on moral basis.

### **Policy and Treatment of Customers**

The Company aims to build customers' satisfaction and confidence by focusing on the attentiveness and responsibility which impact the business success. This is carried out by improving quality and service which can constantly and continually satisfy the customers' needs. To maintain a good relationship with the customers in the long term, the Company has conducted customer satisfaction surveys to collect their comments or complaints and applied them as a guideline to better improve service and management. Moreover, with regard to personnel development, the Company also provides training and knowledge to the employees before they perform their duties, and constantly enhances their skills and knowledge so that the customers can obtain the utmost benefit from the services. The Company has received various standard management certifications which can create confidence among the customers of the company, ISO and OHSAS, the Excellent Logistics Management Awards or ELMA, from Department of International Trade Promotion, Ministry of Commerce and the Prime Minister's Business Enterprise Award 2014: PM Award 2014, under the category of Best Services Enterprise Award for Logistics from General Prayuth Chan-ocha, Prime Minister. The treatment of customers are as follows:

1. Treat customers equally and fairly based on the basis of mutual benefit to both parties;
2. Provide complete and adequate information concerning its services in a timely manner;
3. Protect customers' confidential information which shall not be utilized illegitimately, unless prior consent is given by the customers and the authorized persons of the Company, or such information is required to be disclosed to a related third party under the provisions of the laws; and
4. Provide a process that the customers may lodge complaints concerning the quality and safety of services.

### **Policy and Treatment of Competitors**

The Company supports and promotes free and fair trade competition policy by operating business in compliance with fair trade competition regulations and avoid unfair competition to injure competitors. The treatment of competitors are as follows:

1. Operate business in compliance with fair trade competition regulations; and
2. Not injure the reputation of trade competitors with malicious accusation.

### **Policy and Treatment of Suppliers and Business Partners**

The Company applies a transparent and fair policy for selection of suppliers and business partners, and strictly complies with commercial conditions by taken into account of the best interests of the Company and a fair return for both parties. The treatment of suppliers and business partners are as follows:

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1. Treat suppliers and business partners equally and fairly on the basis of a fair return for both parties; and
  2. Criteria on selection and assessment of suppliers and business partners, criteria on procurement and outsourced company based on the consideration of suppliers and business partners' strategies and safety standard.. The Company selects suppliers and outsourced company which are approved by the authorized persons of the Company based upon price comparison and the following criteria:
    - 2.1 Capability;
    - 2.2 Expertise and experience;
    - 2.3 Financial status;
    - 2.4 Business reputation; and
    - 2.5 Records of complaints and litigations

Furthermore, the Company encourages suppliers and business partners to engage with the policy against child labor and the policy against illegal migrant labor, in accordance with the Company's Policy on Treatment of respect for Human Rights.

#### **Policy and Treatment of Creditors**

The Company has established a strategy in capital management, liquidity management on debt repayment to meet the maturity in a timely manner and determined to build confidence among creditors by emphasizing good faith and strictly conforming to the conditions and agreements given to its creditors. The treatment of creditors are as follows:

1. Prepare fair agreements and follow all agreements having with the creditors. In addition, the Company established that full payment shall be made in a timely manner and all guarantees under the contracts (if any) shall be honored.
2. In case the Company fails to perform in compliance with the agreed terms, it shall immediately notify it creditors in order to find solutions to prevent and protect any damages.

#### **Policy and Treatment of Society and Community Development**

The Company takes into consideration the community interest, environmental conservation, and does not take any action that may damage the environment. This is achieved by taking action to encourage the employees to have social responsibility which involves rendering assistance and supporting activities which are beneficial to the public, particularly on safety, health and environment. It aimed to prevent impact which could cause loss of life, community property, and the environment. The treatment of society and community development are as follows:

1. Raise awareness on social and environmental responsibility among all ranks of the employees; and
2. Promote efficient use and conservation of energy.

#### **Policy and guidelines on business operation in accordance with environmental standards**

To ensure the efficiency of the environment and safety operation and raise awareness on efficient uses of resources for all executives and employees, the Company has strictly operated in accordance with the laws, regulations and rules on environment and safety, in line with international standard of ISO and OHSAS. Results of the operation and environmental quality and safety tests are kept systematically. Safety department makes regular follow-ups on such results and delivers various reports to relevant government authorities in due time. The Company has guideline on business operation in accordance with environmental standards as follows:

1. Promote the executives and employees' participation in environmental activities of the Company, e.g. big cleaning day.
2. Raise awareness and understanding for the executives and employees of the importance of workplace safety via training and publicity materials to regularly update the news on safety.
3. Arrange for activities to promote efficient use of resources by the executives and employees

## **Disclosure and Transparency**

The Company established the policy on disclosure of information and transparency of financial reports, and business operation, by prescribing rules regarding the disclosure of financial information, other information relating to the business, and the Company's operation results, which must be correct, complete, adequate, reliable, and timely for the shareholders, investors, securities analyzers, and the general public. The Board of Directors supervises the Company to ensure that it strictly complies with the laws and regulations relating to the disclosure of information and transparency. A report shall be submitted when director or management has share transfers according to the Regulations of the Securities and Exchange Commission and the Company's policy on good corporate governance.

The directors and managements shall report the holding of securities, and shall disclose report on their conflict of interests, including their related parties, in accordance with rules and regulations, in order to ensure that the directors and the management can administer and operate the business with honesty, clarity, and transparency, which will create confidence among the shareholders and investors in the Company's managements.

### **Relationship with Investors**

The Company values importance to the disclosure of financial information, according to the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, with an accurate, complete, transparent, consistent and timely manner through various channels. The Company has also assigned the person who has knowledge, capability, and understanding of the Company's business to be investor relations.

In this regard, the Chief Executive Officer, the Chief Financial Officer or management, who is authorized, shall have a duty to directly communicate with the shareholders, investors and securities analysts locally and abroad. In addition to disclosure of information via the Stock Exchange of Thailand's system and via the Company's website, the Company also provides channel to communicate its business operation progress and to respond queries for investors in order to allow all groups of stakeholders who concern with the Company's activities may equally receive the information.

### **Overseeing of the Use of Insider Information**

The Company has the policy on supervising the use of insider information prescribed in the Good Corporate Governance Manual, and it is considered that directors, managements, and employees are strictly responsible to maintain the confidentiality of the Company's secret information, particularly the insider information that is not yet disclosed to the public, or that may affect the business operation or share price. The responsible person shall not take opportunity, or information obtained by his/her position as being directors, managements, or employees of the Company to seek personal gain, and shall not use such insider information for personal gain or provide such information to others in trading the Company's shares. In addition, such person shall not disclose the Company's secret information to a third party, especially the Company's competitors, even though such person is no longer in the position



of director, management, or employee of the Company. Directors, managements, and employees who are closely responsible for the information of the Company are prohibited from using the insider information under their knowledge to seek benefits which violates their duties owed to the Company and the shareholders. Moreover, directors and managements, including their spouses and minor children shall carefully trade the Company's securities during the period of 1 month prior the announcement of financial statement and 1 day following the public acknowledgement of the information. In this respect, directors and the managements shall report the personal purchase and sale of the Company's securities within the period specified under the laws, as well as, report their shareholding to the Board of Directors. The corporate secretary quarterly summarizes a report of shareholding of the Board of Directors and managements to the Board of Directors' Meeting to acknowledge in order to prevent the directors and the management from using the insider information which may create a conflict of interest.

Any violation which causes the Company damages or loss of business opportunity shall be deemed as a violation of the policy and the Code of Business Ethics, subjected to serious disciplinary action, as well as, offense under the Securities and Exchange Act B.E. 2535 (1992).

## **Responsibilities of the Board of Directors**

### **Composition of the Board of Directors**

The Board of Directors consists of persons who are equipped with knowledge, expertise, and experience deemed beneficial to the company. The Board of Directors takes an important role determining corporate policies and the corporate as a whole through supervising, monitoring, and evaluating corporate operations with respect to the company's plans, while maintaining compliance with the laws, regulations, and resolutions of the general shareholders' meetings on the basis of honesty, ethics, and code of conduct. The Board of Directors also ought to supervise the management of the Executive Committees to achieve the Company's targets and the best interest of the company and shareholders.

The Board of Directors comprises a minimum of 5 persons. More than half of those directors must be ones who live in Thailand. The number of Independent Directors is at least one-third of the entire directors, as required by the Securities and Exchange Commission and the Stock Exchange of Thailand.

According to the Articles of Association, it is required that, in every annual general meeting of shareholders, one-third or close to one-third (if the member of directors is not divisible by three) of directors will resign from their positions. These directors may reassume the positions, if re-elected. The relinquishment of the directors' positions in the first and the second years is determined by drawing lots. After the second year, the directors who have serve the longest term are to give up their positions.

In accordance with Good Corporate Governance, the Board of Directors has to appoint sub-committees consisting of the Audit Committee, the Nomination, Compensation and Corporate Governance Committee and Executive Committee which will be entrusted to deal with particular issues and have a duty to report to the Board of Directors for further consideration. The rights and responsibilities of the sub-committees are mentioned in the regulations of duty and responsibilities of each sub-committee.

### **Policy on the Diversity of the Board of Directors Structure**

The Board of Directors comprises directors from diverse qualifications in respect of genders, skills, experiences, and abilities who are devoting their time and efforts to fully perform responsible duties and to carry out of the duties of the Board of Directors.

### **Criteria and Process of Director Nomination**

The nomination of an individual to be the Company's director shall be in accordance with the transparent nomination process as follows:

<b>Process</b>	<b>Detail</b>
Criteria	The Nomination, Compensation and Corporate Governance Committee specifies eligible qualification which is suitable and matched with the business operation, as well as diversified in terms of experience, knowledge, and independence.
Nomination	Nomination from: <ol style="list-style-type: none"> <li>1. Recommendation from the current Board members</li> <li>2. Professional Search Firm</li> <li>3. Proposals by the minority shareholders who are entitled to nominate the qualified director(s)</li> <li>4. Thai Institute of Directors database</li> </ol>
Selection	The Nomination, Compensation and Corporate Governance Committee will consider the qualifications.
Appointment	The Nomination, Compensation and Corporate Governance Committee will consider the qualified candidate and resolve to propose the candidate to the Board of Directors' for further approval.
Re-election	The Nomination, Compensation and Corporate Governance Committee will consider relevant factors such as performance, meeting attendance, meeting participation, and contribution to other activities of the Board of Directors, and propose to the Board of Directors for approval, and proposal to Shareholders' meeting for further approval.

The appointment of the Company's directors shall be in line with the resolution of the Board of Directors or the AGM as the case may be, subjected to the consideration of the Nomination, Compensation and Corporate Governance Committee and the Board of Directors respectively.

### **Orientation for New Directors**

The Company arranges an orientation for newly appointed directors, in order for them to be informed of business policies, capital structure, shareholders, operation results, as well as laws, regulations including information which are beneficial for the directors of the Company, as follows:

1. Public Company Limited Act B.E. 2535 (1992);
2. Code of Best Practice for Directors of Listed Companies ;
3. Affidavit of Company issued by Department of Business Development, Ministry of Commerce, Memorandum of Association, and Articles of Association of the Company;
4. The Company's Good Corporate Governance Manual;
5. Listed Company Directors Manual of the Stock Exchange of Thailand;
6. Corporate Governance Code for Listed Companies (CG Code) of the Securities and Exchange Commission;
7. Annual Report of the Company, both Thai and English versions, and CD-ROM.

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### **Role of the Chairman of the Board of Directors**

The Company gives importance to supervision of the management operation therefore the Company assigns the position of Chairman as the independent director separating from the position of Chief Executive Officer to ensure the utmost benefits of the shareholders. The Chairman of the Board of Directors duties are as follows:

1. Oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the Company's objective;
2. Ensure that all directors contribute to the Company's ethical culture and good corporate governance;
3. Preside as chairman in the Board of Directors' meeting and shareholders' meeting;
4. Consulting with the Chief Executive Officer and the Corporate Secretary to draw up meeting agendas;
5. Ensure that all directors receive sufficient information for deliberations in each agenda items in due time and to encourage all board members to discuss during meetings, question and express opinions;
6. Promote constructive relations among the Board of Directors and the management.

### **Separation of Role and Responsibility between the Board of Directors and the Management**

The Board of Directors has duty to supervise the operations of the Company to be in accordance with the laws, the Articles of Association, the Good Corporate Governance Policy, and the resolutions of the shareholders' meeting. With regards to the governance, the Board of the Directors shall exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and the shareholders.

The management is responsible to implement the Company's strategy and business plans to success, as well as carry out day-to-day management and affairs of the Company. The management must review our vision, mission, strategy and annual business plan by proposing to the Board of Directors for acknowledgement, and the Board of Directors has quarterly followed up and monitored them to operate in accordance with the determined strategy and annual business plan and suggested them for additional action or further improvement.

### **Conflict of Interest**

Any decision-making of the Board of Directors on business transactions should be on the basis of company's best interest only. Any behavior leading to a conflict of interest should be avoided. The directors, the managements, and the employees must revise and reveal the conflict of interest transaction to the Company to declare his/her relation to the transaction. In any transaction consideration, the related party must not participate in the consideration process and has no authority to approve the transaction. The price and conditions of the transaction are considered on the same basis as an external transaction.

The Directors and the Executives, including their spouses and minor children must give notice to the Company and report any change in their shareholding to the Office of Securities and Exchange Commission within 1 working days from the date of trading or transferring transaction as mentioned in the Security and Exchange Act B.E. 2535. The Directors, the Executives, or an organization which has knowledge of any internal information must not disclose the internal information to any outsider or any party with no concerned duty. The Directors, the Executives, or an organization with access to internal information must not trade their shares one month before the release of financial statement to the public nor within three days after the release to prevent abuse of internal information.

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### **Internal Control**

The Board of Directors places emphasis on effective internal control system at both the managerial and operational levels. Internal control is an integral means to minimize business risks and ensure effective business operation. Internal control entails efficient resource allocation, protection from asset misuse, accurate and creditable issuance of financial statements, and strict enforcement of law and regulations to protect the capitals of shareholders. The Company has established it as a duty for the managements and the workers to utilize the Company's assets with the consideration of efficiency. In addition, the Company ensures the separation in the roles of operating staff and auditors to ensure effective checks and balance.

The Board of Directors assigns the Audit Committee to revise the appropriateness and effectiveness of the internal auditing system developed by the managements. This includes operations, financial reports, obedience to regulations, policies, and operation monitoring, as well as risk management. The Committee also recognizes the importance of Early Warning Mechanism in detecting and reporting atypical transactions and aberrations. The Company appoints internal audits which examine the Company internal control to ensure that the Company is equipped with an appropriate and adequate internal control system. In order to ensure the independence of auditors, the internal audit reports will be directly submitted to the Audit Committee. The Company will assess the efficiency of the internal control system at least once a year.

### **Risk Management**

The Executive Committee supervises overall risk management procedures of the Company so that it could control the risks to be within an appropriate level. The Committee must take action to ensure that the Company has an effective risk management, which includes the determination, assessment, prevention, reduction, and monitor of risks and shall report directly to the Board of Directors at once when the risk level reaches a significant level.

### **Reports of the Board of Directors**

The Board of Directors takes responsibility in financial statement, and assigns the Audit Committee to audit or review the financial statement and monitor the Audit Committee to report the financial statement in accordance with the Thai Financial Reporting Standards and to apply and regularly practice appropriate accounting policies. The disclosure of essential information is transparent and adequate and report the financial statement to the Board of Directors quarterly. The Board of Directors takes responsibility of the disclosure of consolidated financial statements including the financial information.

### **Meeting of the Board of Directors**

According to the Articles of Associations, the Board of Directors must hold the meeting at least once in every quarter, and on other special occasions if necessary. The agenda are set out and circulated to the directors prior to the meeting, so that the directors would have time to pursue the information related to the meeting except in an urgent case. The minute is recorded and verified documents are collected for further reference and verification. In any case, if the Board of Directors wishes to obtain the business operation result, the Company will provide it as requested.

The Chairman and the CEO will determine the agenda and consider and evaluate the issues brought to the meeting by the Board of Directors. Each director is given an opportunity to propose an agenda for consideration.

The Chairman presiding over the meeting will give an opportunity for all to freely express opinions. Some issues might require the senior management's attendance so that

concerned parties are acknowledged, informed and able to implement the policy effectively. The resolution is based on the majority's votes. One vote is only for one director. Directors with conflict of interest related to the issue will have no right to vote. If the vote is even, the Chairman is to vote.

All directors have the right to examine the supporting documents of the meeting and any other related documents. If the Independent Director or Audit Committee has any question, the Directors and the management take the responsibility to answer.

If any director disagrees with any resolution, the directors may request the secretary to record the disagreements into the meeting report or submit a notice of objection to the Chairman within 3 days after the meeting's conclusion. In each Board of Director's meeting, secretary is to attend and take the minute. The minute will be submitted to the Chairman for approval in the next meeting. The secretary is to collect the information and any documents concerning the meeting for further reference. The directors are to attend every meeting unless exempted from a valid reason in which case their absence needs to be notified in advance. The Board of Directors also encourage that permits the Non-Executive Committees to hold a meeting on certain management issues concerned if necessary, without the participation of the Executive Committee. However, the resolution ought to be reported to the Chairman.

#### **Policy on Remunerations of the Directors**

The Board of Directors appointed the Nomination, Compensation and Corporate Governance Committee to determine the remunerations of the Board of Directors and sub-committees in order to motivate and retain directors. The Board of Directors and sub-committees who responsible for increasing tasks should receive increasing and appropriate remunerations accordingly, comparable to the same industry benchmark. In this regard, the remunerations of the Board of Directors and sub-committees is in accordance with the approval resolution of the shareholders' meeting.

#### **Training and Education for Directors and Management**

The Board of Directors has the policy of encouraging and facilitating the training of directors in order to continually improve their competency and efficiency. In the event of change of director, documents and information including the introduction to the company and its policies are provided to support the new director.

#### **Code of Conduct**

The Board of Directors firmly believes in and adhere to ethical business practices, and has set a Code of Conduct and announced to directors, executives and employees to strictly abide with integrity, honesty, justice and compliance with the laws and regulations. Conflict of Interest policy has also been put in place to ensure efficient and effective pursuit of the Company's goals. The Company's Code of Conduct has been announced on [www.namyongterminal.com](http://www.namyongterminal.com) for employees acknowledgement and strictly comply.

#### **Other policies relating to Good Corporate Governance**

In case the Board of Directors agree that other policies relating to Good Corporate Governance which is more Good Corporate Governance enhancement in the Company, the Board of Directors will approve and further disclose the policy and disclose for shareholders and investors via the Company's channels.