



Investment Policy and Associate Supervision

P.S.P. Specialties Public Company Limited

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P.S.P. Specialties Public Company Limited (the "**Company**") has Investment Policy and Associate Supervision, focusing on investing in businesses with growth potential that align with the Company's goals and strategic plans for expansion. The Company seeks to invest in businesses that provide synergy and benefits, while also aiming for a good return on investment to strengthen the Company's financial stability and performance. In making investment decisions, the Company will consider the proportion of investment, expected profits, potential risks, and its financial position. These factors will be evaluated to ensure that the investment aligns with the Company's objectives, strategic plans, and the regulations set by the relevant regulatory authorities. Investment decisions must be approved by the Board of Directors and/or the shareholders, in accordance with the established Delegation of Authority Guidelines.

The Company may also consider investing in businesses that are not currently part of its core operations. However, such investments must be consistent and appropriate with the business environment, policies, objectives, growth direction, and strategic plans of the Company. Additionally, the investment must comply with the relevant criteria for maintaining the status of being a listed company on the Stock Exchange of Thailand ("SET").

Definitions

Business refers to a Limited Company or a Public Limited Company.

Subsidiaries refers to a business with any of the following:

1. A business in which the company holds more than 50% of the total voting rights or has control over the business.
2. Any business in which the business mentioned in 1. has control over the business.
3. A business that is under the control over the business in 2. and further down the chain.

Associated Company refers to a business in which the company or its subsidiaries holds shares, either directly or indirectly, from 20% to 50% of the total voting rights of the business and has the authority to participate in decision-making regarding the financial and operational policies of the business.

Control over a business refers to having a relationship in any of the following:

1. Holding shares with voting rights exceeding 50% of the total voting rights in that business.
2. Having the power to control the majority of votes at the shareholder meetings of the business, whether directly or indirectly, or for any other reason.
3. Having the power to control the appointment or dismissal of at least half of the board of directors, whether directly or indirectly.

Executives refer to the position of Chief Executive Officer (CEO) or Managing Director.

To safeguard the company's investment interests, the company has established a governance mechanism for overseeing subsidiaries and/or associated companies to protect the company's interests in the following areas

1. Appointment of Representatives to Be Directors or Executives in Subsidiaries and/or Associated Companies

- 1.1 The company will appoint representatives to serve as directors or executives in its subsidiaries and/or associated companies in accordance with the company's shareholding proportion, unless the Board of Directors considers and deems it appropriate to do otherwise for the best interests of the company.
- 1.2 The company will consider representatives who possess the qualifications and experience suitable for the business in which the company has invested. The appointed representatives must not have any disqualifying under the relevant laws or regulations and must be free from conflicts of interest with the subsidiaries and/or associated company. The representatives appointed must be approved by the company's Board of Directors.
- 1.3 The appointed representatives as directors or executives in subsidiaries and/or associated companies, have the following duties and responsibilities:
 - 1.3.1. To oversee subsidiaries and/or associated companies to ensure compliance with laws, regulations, rules, and relevant standards, including adherence to principles of good corporate governance, code of conduct, anti-corruption, and other company policies.
 - 1.3.2. To ensure that subsidiaries have appropriate and adequate internal control, risk management, and anti-fraud measures in place.
 - 1.3.3. To disclose and submit information regarding their interests and related person to the company's Board of Directors for acknowledged, including relationships and transactions

that may result in conflicts of interest, and avoid engaging in transactions that could lead to conflicts of interest.

- 1.3.4. Participate in determining the direction of the strategy, policies, and business plans of subsidiaries and/or associated companies to align with the company's core policies, as well as to promote innovation and the use of technology to enhance the competitive capabilities of the subsidiaries and/or associated companies.
- 1.3.5. To ensure that subsidiaries disclose information regarding related-party transactions, acquisitions or disposals of assets, or other significant transactions of the subsidiaries, in a complete and accurate manner.
- 1.3.6. To oversee the subsidiaries to disclose information about their performance and financial position to enable the company to prepare consolidated financial statements correctly and in a timely manner.
- 1.3.7. To ensure that subsidiaries and/or associated companies maintain proper record-keeping and accounting systems of their operations for the company to conduct audits, and to implement adequate and appropriate system for information disclosure and internal controls in the business operations.
- 1.3.8. Immediately notify the company's management as soon as the representative becomes aware that a subsidiaries and/or associated company plans to engage in a transaction or event that would require the company to disclose information to the Stock Exchange of Thailand (SET), in accordance with the Stock Exchange of Thailand's Regulations, so that management can review, provide opinions, and propose the matter to the Board of Directors or the Executive Committee (as applicable) for approval.
- 1.3.9. Oversee the operations of subsidiaries and/or associated companies to ensure efficiency and effectiveness in order to generate returns on the company's investment.

2. Disclosure of Information

- 2.1 The company will take necessary actions and monitor to ensure that subsidiaries and/or associated companies, as well as individuals appointed by the company, are responsible for ensuring that subsidiaries disclose information regarding their performance and financial position to enable the company to prepare consolidated financial statements correctly and on time. The company will also oversee that subsidiaries maintain proper record-keeping and accounting systems of their operations for the company to conduct audits, and ensure that there is an adequate and appropriate system for information disclosure and internal controls in the business operations.

- 2.2 The company will require individuals appointed as directors or executives in subsidiaries to ensure that subsidiaries disclose information regarding related-party transactions, acquisitions or disposals of assets, or other significant transactions, in a complete and accurate manner, using disclosure criteria similar to the company's disclosure standards. The company will also oversee that related-party transactions, acquisitions or disposals of assets, or other significant transactions in subsidiaries comply with relevant criteria and regulations, and that information is provided to the company for approval of the transactions.
- 2.3 Any actions of a subsidiaries that involve the acquisition or disposal of assets, or related-party transactions, under announcements, regulations, or relevant criteria, which require the company to obtain approval from the Board of Directors and/or shareholders of the company and/or regulator under applicable laws before proceeding with the transactions, can only be carried out once approval has been granted by the Board of Directors and/or shareholders (as applicable) and/or the relevant regulator.
- 2.4 The company will disclose information as appropriate in cases where the company has entered into agreements with other shareholders for the management of subsidiaries and/or associated companies that significantly affect operations. This includes agreements that substantially impact management, control, or the distribution of returns outside of the normal proportional shareholding returns of the company.

3. Governance and Management of Subsidiaries and/or Associated Companies

- 3.1 The company will monitor and ensure that subsidiaries have internal control, risk management, and anti-fraud systems in place, as well as establish measures to follow up the performance of subsidiaries through the oversight of the performance disclosures by the company's appointed representatives serving as directors or executives in the subsidiaries, to ensure that the systems are effective.
- 3.2 The company will monitor and ensure that directors or executives of subsidiaries and/or associated companies, who are representatives of the company, perform their duties in accordance with the scope, duties, and responsibilities assigned by the company. They must comply with laws, regulations, policies, and the company's Delegation of Authority Guideline, including proper authorization, and preventing the misuse of inside information for personal benefit or for securities trading, etc.

3.3 Any transactions or actions that are significant or have an impact on the financial position and performance of subsidiaries and/or associated companies, particularly transactions or actions between the company and subsidiaries and/or associated companies, including but not limited to:

- 3.3.1. Granting loans, providing guarantees, or entering into any legal agreements that cause financial obligations.
- 3.3.2. Delegation of Authority.
- 3.3.3. Investment in non-operational related businesses or in new businesses that the company has not previously engaged in.
- 3.3.4. Establishing companies or legal entities, entering joint ventures, mergers and acquisitions, or dissolving businesses.
- 3.3.5. Increasing capital, allocating shares, as well as reducing the registered capital and paid-up capital of subsidiaries.

These transactions or actions must comply with laws, regulations, policies, and the company's Delegation of Authority Guideline, which includes holding meetings of the Board of Directors and/or shareholder meetings (as applicable) to approve such matters before the subsidiaries and/or associated companies hold their own board meetings and/or shareholder meetings (as applicable) to approve the transactions or actions.

3.4 Any transactions or events involving subsidiaries and/or associated companies that require the company to disclose information to the Stock Exchange of Thailand under the regulations set forth by the Stock Exchange of Thailand. The company will require its directors, who are representatives in the subsidiaries and/or associated companies, to immediately notify the company's management once they become aware that the subsidiaries and/or associated companies plan to engage in such transactions or events. This will allow management to review, provide opinions, and propose the matter to the Executive Committee or the Board of Directors (as applicable) for approval before the company discloses the information to the Stock Exchange.

This Investment Policy and Associate Supervision is approved by the Board of Directors and is effective from the 21st of March 2025 onwards.