



# Report of the Corporate Governance and Sustainable Development Committee

## Dear Shareholders,

In 2018, the Corporate Governance and Sustainable Development Committee is comprised of Mr. Payungsak Chartsutipol (Chairman) with Mr. Athavudhi Hirunburana and Mr. Suphit Suwagul as members—performed their duties and giving their opinion under their scope which stated in its own charter and executed the tasks mandated by the Board of Directors. A total of five meetings including one special meeting were held with the following highlights.

## Good Corporate Governance

- Endorsed the Corporate Governance Roadmap for 2017–2023 in line with corporate strategies by providing recommendations for adjustment of details to enable GGC to efficiently monitor compliance with its Corporate Governance plans.
- Revised the Corporate Governance and Business Code of Conduct Handbook to align with a Good Corporate Governance Code for Listed Companies of The Securities and Exchange Commission, Thailand (SEC).
- Provided comments on improving whistleblower handling process for more efficiency, namely improvement of the whistleblower policy, reporting form, and complaint procedure; drove communication to establish understanding and awareness of the process, together with the protection of complainant and confidentiality of their names so that employees may become more confident in the system.
- Provided useful recommendations for the arrangement of Annual General Meeting (AGM) that are successful and efficient, abide by Good Corporate Governance principles, and strictly align with the AGM Checklist. From the quality assessment of our organization of the 2018 Annual General Meeting of Shareholders conduct by the Thai Investors Association (TIA), GGC received a perfect score of 100, or outstanding level.
- Provided recommendations on the self-assessment form for Thailand Private Sector Collective Action Coalition Against Corruption (CAC) participation and oversaw compliance with the Anti-Corruption policy to ensure that GGC values Anti-Corruption and collaborates to widen resistance to corruption.
- Provided recommendations on self-assessment for Corporate Governance Report (CGR) participation for year 2018 under Organisation for Economic Co-Operation and Development's (OECD) principle so as to promote shareholders' confidence in GGC's corporate governance.

## Sustainable Development

- Reviewed the Corporate Sustainable Development Plan for 2016–2021 in line with corporate strategies, recommended that GGC value operating processes, internal control, self-assessment for information gathering ahead of assorted project participation, and development of internal projects for greater public confidence; also, advised GGC to appoint sustainable-development Change Agents to exemplify principles for knowledge promotion and behavior among employees.
- Monitored the reporting of sustainable development outcomes provided, advised the Management to specify a sustainable development goals (SDG) in corporate KPI to boost confidence in yearly achievement.

## Compliance with Applicable Laws and Regulations

- Set guidelines for Directors' and Executives' reporting of their securities portfolios in compliance with The Securities and Exchange Commission, Thailand (SEC) guidelines together with communication channels and methods to keep the Board of Directors informed of critical data or intelligence.
- Reviewed and modified criteria for entitling shareholders to nominate meeting agenda and Directors three months ahead of the 2019 AGM (from October 1 to December 31, 2018) so as to promote shareholders' rights and equitability.

## Performance and Appraisal

- Revised its own charter to ensure continued relevance and in line with good practices.
- Assessed its own performance outcomes to ensure fulfillment of the scope of its charter.
- Planned its own meeting dates for the entire year to review and acknowledge matters; also, held additional urgent meetings during major incidents.

The Corporate Governance and Sustainable Development Committee performed its duties with prudential and transparency under Good Corporate Governance and remains committed to furthering its efficiency concerning corporate governance, social responsibility, and sustainable development practices provide confidence to ensure all shareholders and stakeholders of its long-term value addition to GGC.

On behalf of the Corporate Governance  
and Sustainable Development Committee

(Signed) Payungsak Chartsutipol  
(Mr. Payungsak Chartsutipol)  
Chairman of the Corporate Governance  
and Sustainable Development Committee