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公司治理政策

Corporate Governance Policy



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董事长致辞

万浦集团公司董事会相信，公司治理是公司在商业上获得成功的重要因素之一，它还能给股东带来最大收益，使所有利益相关人得到公平对待。所以，公司在20多年的经营管理中一直厉行公司治理措施。

董事会自豪地宣布，我们的公司治理措施得到当局和社会的广泛赞誉，我们致力于尽最大努力维持最高标准。

本文试图证明，我们将进一步致力于公司治理准则的提升。通过制定董事、管理人员和员工在履行职责的时候必须全力遵守的远景目标、价值观、准则、政策和做法，我们在努力提升我们的公司治理。我们还增加了国际惯例的内容，以确保它们及时更新，对不断变化的时势做出充分应对。终极目标是实现我们股东、投资人和利益相关人的预期目标。

董事会将竭尽全力确保上述政策和做法得到严格实施。我们还承诺继续发掘潜力，监督公司的经营，使公司和股东实现可持续的发展。

(Kirik-krai Jirapaet)

董事长

Message from the Chairman of the Board

The Board of Directors of Banpu Public Company Limited believes that corporate governance is an important factor that will bring not only success to its business but also maximum benefit to its shareholders and fairness to all stakeholders. As a result, the corporate governance has been implemented in its management for more than 20 years of its business.

The Board of Directors is proud to announce that its corporate governance practices have been widely recognized by the authorities and the society and we commit to maintaining the standard this high as long as we can.

This document is an attempt to show that we intend to commit further to the principles of corporate governance. We strive to improve our corporate governance by compiling our vision, missions, values, principles, policies and practices which directors, executives and staff must commit to when performing their duties and responsibilities. We also add contents to cover international practices to ensure that they are updated and well-responded to evolving times and circumstances. The ultimate goal is to meet expectations of our shareholders, investors and stakeholders.

The Board of Directors shall exercise its best effort to ensure that all policies and practices mentioned herein are strictly complied. We are also committed to continue developing our ability to supervise the Company's operations with an aim to nurture a sustainable growth to the firm and our shareholders.

(KRIRK-KRAI JIRAPAET)

Chairman of the Board



公司治理政策

1. 远景目标和使命宣言

远景目标

成为亚洲领先的能源集团，成为世所公认的积极的开发商、投资商、公平的合作伙伴、真正的专家、能够提供卓越产品和服务的供应商。

使命宣言

- * 在能源领域开展业务的过程中力求成为亚洲的领袖；
- * 在能源领域的战略性业务上进行投资，开展多样化业务；
- * 作为模范的公司公民，致力于遵守安全实践、保护自然环境，促进社会发展，为社会的发展做出应有的贡献；
- * 向亚洲的顾客奉献良好的价值和优质的产品和服务。

2. 信念和价值观

万浦的信念

我们的目标是通过下列措施获得卓越的经营成果：

- 致力于实现长短期目标；
- 崇高的道德和专业标准；
- 自信、创新性思维、果断的行动；
- 给予我们人力资源全面支持充分挖掘他们的潜能；
- 关爱员工和社会。

Corporate Governance Policy Banpu Public Company Limited

1. Vision and Mission

Vision

To become a leading energy company in Asia and to be acknowledged as an active developer and investor, a fair partner, a true professional and provider of excellent products and services.

Mission

- * To develop businesses in the field of energy in pursuit of a leadership position in Asia
- * To diversify and invest in strategic businesses in the energy sector
- * To promote and contribute to the development of society by acting as a good corporate citizen, committed to safety practices and the preservation of nature and the environment
- * To serve customers in Asia with good value and high quality products services

2. Beliefs and Values

Banpu Beliefs

We aim to attain operational excellence through:

- commitment to achieve short- and long-term goals
- high moral, ethical and professional standards
- confidence, innovative thinking, and decisive action
- full support for our human resources to reach their full potential
- care and concern to our staff and society



万浦的价值观

我们的目标是培养下列价值观，万浦的员工和董事以成为我们的一员而引以自豪，外部合作者认识到这些价值观是万浦员工和董事的优良品质：

创新

- * 突破常规思维
- * 行动机智
- * 勇于发起
- * 勇敢与挑战
- * 积极主动
- * 灵活多能
- * 快速适应及坚韧不拔
- * 持续发展

诚信

- * 职业道德
- * 可靠、值得信赖
- * 守纪
- * 坚持不懈
- * 信守承诺
- * 公开透明
- * 关爱
- * 开放，真诚

接纳包容

- * 敬重他人
- * 恭敬有礼
- * 温暖关怀
- * 善良慷慨

协同

- * 配合与协作
- * 公正
- * 团队精神
- * 人际关系网络
- * 支持与分享
- * 争取双赢

Banpu Values

We will aim to foster the following values in such a way that Banpu's employees and directors feel proud to belong to the company and in such a way that external parties recognize such values as characteristic of Banpu's employees and directors:

Innovation

- * Think out of the box
- * Act Intelligently
- * Dare to initiate
- * Courageous and challenging
- * Pro-active
- * Flexible and versatile
- * Adaptive and resilient
- * Continual development

Integrity

- * Honest
- * Ethical
- * Reliable
- * Disciplined
- * Persistent
- * Committed
- * Transparent

Care

- * Open and sincere
- * Accepting and accommodating
- * Honoring others
- * Respectful
- * Warm and solicitous
- * Fair-minded
- * Kind and generous

Synergy

- * Cooperative
- * Fair-minded
- * Teamwork
- * Networking
- * Supportive and sharing

“致力于打造亚洲一流的能源企业”

STRIVE TO BECOME A LEADING
ENERGY COMPANY IN ASIA



公司治理准则和政策

**CORPORATE GOVERNANCE
PRINCIPLES AND POLICIES**



3. 公司治理准则和政策

董事会按照上市公司最佳惯例和有关法律法规及泰国股票交易所和证券交易委员会办公室的规则实施良好公司治理准则。此外，在实施良好公司治理准则的过程中，公司努力达到最高国际标准和最佳做法。

3.1 董事会对股东的职责：制定战略发展方向和公司治理政策

董事会就业务运营和公司治理而向股东负责，努力实现既定目标和发展方向，为股东实现最佳收益，为所有利益相关人获得最大利益。

为了股东的长短期利益着想，董事会应诚实、正直、谨慎地遵守一切相关法律、法规、章程和股东大会决议的规定。

为确保公司的经营服务于股东的最大利益，董事会制定的战略反映了公司的远景目标和使命宣言，制定的政策引导经营管理向实现这些战略而迈进。按照这些政策，管理层制定了长期性计划、年度经营计划和预算方案，提交董事会审议（必要时进行修改）通过。

3. Corporate Governance Principles and Policies

The Board of Directors is committed to the principles of good corporate governance in compliance with the recommended best practices for listed companies and relevant rules, regulations and guidelines of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. In addition, the Company aims to attain the highest international standards and best practices in the adoption and implementation of sound principles of corporate governance.

3.1 Duties and Responsibilities of the Board of Directors to the Shareholders: Setting Strategic Directions and Corporate Governance Policy

The Board of Directors is accountable to shareholders for both business operation and corporate governance in achieving the set goals and in directions that will lead to optimal benefits for shareholders and for the best interests of all stakeholders.

The Board of Directors is bound to comply with the relevant laws, regulations, the Articles of Association and resolutions of the shareholders, with honesty, integrity and due care for the long- and short-term interests of the shareholders.

To assure that the Company's operation serve the shareholders' best interests, the Board of Directors formulates strategies reflecting the vision and mission of the company and sets policies to guide management in the execution of these strategies. Management prepares long-term plans, and annual operating plans and budgets pursuant to these policies and presents them to the Board of Directors for consideration, modification as appropriate, and approval.



董事会还应确保，在追求远景目标的同时，公司按照本文中记叙的公司治理准则开展经营。

3.2 有关股东的政策：股东的权利和平等权、股东大会

公司股东拥有下列同等的基本权利：

- * 获得股票证书和转让股票的权利；
- * 以满足决策的方式及时了解充分信息的权利；
- * 参加股东大会并在会上表决的权利；
- * 选举和撤消董事的权利；
- * 批准审计机构任命的权利；
- * 分享公司利润的权利。

董事会重视股东大会的重要性，将方便所有股东参加股东大会、查询信息、提出问题以及在会上公平地行使表决权。

董事会应将重大事项，包括那些法律要求之外的重大事项，提交股东审议，以便他们能参与决策，同时确保股东为决策目的而及时、充分地了解信息。此外，董事会应支持和便利适当的表决程序，包括派代表进行表决。董事会鼓励股东表达他们的意见和看法、获得解释或提出问题。要求董事参加股东大会，回答股东的提问。

The Board of Directors is also bound to ensure that, in pursuit of its vision, the Company operates in accordance with the principles of corporate governance which are stated in this document.

3.2 Policy Related to Shareholders: Rights and Equality of Shareholders and Shareholders' Meetings

The Company's shareholders, shall have the same basic rights as follows:

- * Rights to receive share certificates and rights to transfer shares
- * Rights to receive adequate information in a timely fashion and in a form appropriate for making decisions
- * Rights to attend shareholders meetings and to vote at these meetings
- * Rights to elect and remove directors
- * Rights to approve the appointment of auditors
- * Rights to share in profits of the company

The Board of Directors values the importance of shareholders' meetings and shall facilitate all shareholders to attend meetings, gain access to information, pose questions, and exercise voting rights at these meetings in an equitable manner.

The Board of Directors shall present important matters, even beyond those required by law, to shareholders so that they can participate in the decision-making while ensuring that shareholders receive full, adequate and timely information for decision-making purposes. In addition, it shall support and facilitates appropriate voting procedures including voting by



董事会应提供股东大会记录，自会议召开之日后的14日内通过公司网站分发给股东。

3.3 利益冲突政策

董事会不得允许董事、管理人员和员工通过参与和公司构成直接竞争的业务、或者可能引起和公司形成利益冲突的交易而谋取个人私利。如果这样的交易不可避免，董事会应确保交易和类似于与非关联方的交易那样透明、公平地进行。在任何交易中有权益的董事、管理人员或员工不得参与审批过程。

交易如果按照“泰国股票交易所公告”被认定为一项关联交易，董事会必须确保严格遵守有关上市公司关联交易的相关披露规则和程序。

3.4 对利益相关人的政策

董事会承认利益相关人的权利，因而，鼓励公司和利益相关人以及其他相关各方之间进行合作，包括员工、顾客、贸易伙伴、债权人、政府部门、公司开展经营所在的社区以及全社会。董事、管理人员和员工必须遵守既定的“行为准则”，确保与利益相关人之间进行公平的交易。

proxy. The Board encourages shareholders to express their views and opinions, to seek explanations or to pose questions. Directors are required to attend shareholders meetings to answer shareholders' questions.

The Board of Directors shall prepare the minutes of shareholders' meetings and distribute them to shareholders via the corporate website within 14 days from the meeting date.

3.3 Policy on Conflict of Interests

The Board of Directors shall not allow directors, executives and staff to seek personal gains from or to engage in business in direct competition with the Company or transactions that may lead to a conflict of interests with the Company. If such a transaction is unavoidable, the Board of Directors shall ensure that the transaction is carried out with transparency and fairness similar to transactions carried out with unrelated parties. Directors, executives or staff having an interest in any transaction must not take part in its approval process.

If a transaction is considered a connected transaction according to the Announcement of the Stock Exchange of Thailand, the Board of Directors must make sure that the relevant rules and procedures for disclosure regarding connected transactions by listed companies are strictly complied with.

3.4 Policy on Stakeholders

The Board of Directors recognizes the rights of stakeholders and therefore encourages cooperation between the Company and the stakeholders as well as other concerned parties including staff, customers, trading partners, creditors, government



此外，董事会要求将经营信息通过56-1表、年度报告、公司网站以及其它相关渠道向利益相关人和有关各方汇报。公司已建立了双向交流渠道，确保股东和有关各方表达看法或提出投诉。

3.5 信息披露、透明度、财务报告及经营报告政策

董事会应准确、完整、充分、及时、定期地披露财务信息以及其它与公司的经营和业绩有关的信息。披露的信息能够反映公司的实际财务状况、经营成果以及发展前景。

董事会应确保严格遵守与信息披露和透明度有关的一切相关法律、法规和规则。公司成立了“投资人公关部”，负责向股东和其他利益相关人传达信息，公平恰当地帮助投资人和证券分析师了解公司和公司业务的情况。公司在网站上登载的信息以英文和泰语书写。此外，“公司通讯部”负责借助各种媒体广泛及时地发送公司的信息和业绩数据。

agencies, communities where the Company operates and the society at large. Directors, executives and staff must comply with a Code of Conduct which has been established to ensure fair and balance dealings with stakeholders.

In addition, the Board of Directors requires that operational information be reported to stakeholders and related parties through Form 56-1, the annual report, the Company's website and other relevant channels. Two-way communication channels have been established to ensure stakeholders and other parties to express their views or file grievances.

3.5 Policy on Information Disclosure, Transparency, Financial Report and Report on Operation

The Board of Directors shall disclose accurate, complete, adequate, regular and timely financial information, and other information related to the Company's business and performance. The disclosed information will reflect the Company's actual financial conditions and operational results as well as its prospects.

The Board of Directors shall ensure strict adherence to all relevant laws, rules and regulations relating to the disclosure of information and transparency. The Company has established an Investor Relation Division to disseminate information to shareholders and other stakeholders and to equitably and appropriately assist investors and securities analysts to understand the Company and its business. Information posted in the Company's website is in both Thai and English. In addition, the Corporate Communications Department has been assigned to widely publicize timely corporate information and performance data via various media.



3.6 风险管理政策

董事会对可能影响公司经营的一切重大风险和可控风险采取了风险管理制度。风险包括与公司远景目标的实现、实施公司战略有关的风险、与公司的财务状况、经营情况以及其它有关方面相关的风险。

风险管理按照可辨风险发生的可能性以及该风险对公司业务可能造成的影响来进行。此外，公司还建立了明确的预防和补救措施。公司还建立了评估、监控和报告风险的制度。

公司成立了风险管理委员会，负责定期向审计委员会汇报公司的经营计划和业绩。

3.7 内部审计政策

董事会应确保实施涵盖公司经营方方面面的有效的内部控制制度，并确保遵守相关的法律、法规和规则。为此公司制定了有效的、充分的审查和平衡机制，以保护股东投资和公司资产。公司应清楚地制定对高级管理人员和员工的授权程序和责任分配程序。

公司成立了独立的内部审计办公室，确保公司的所有经营单位符合既定的经营程序。内部审计办公室直接向审计委员会汇报工作。

3.6 Policy on Risk Management

The Board of Directors has adopted a risk management system for all material and controllable risks which may affect the Company's operation. This includes risks relating to the achievement of the Company's vision and implementation of its strategies as well as risks in relation to the financial condition of the Company, its operation and other relevant areas.

Risk management is carried out on the basis of probability that an identified risk may materialize and the likely impact of that such a risk may have on the business. In addition, clear preventive and mitigation measures have been established. Systems to assess, monitor and report on risks have been set up.

A Risk Management Committee has been set up to report regularly to the Audit Committee on its operation plans and performance.

3.7 Policy on Internal Audit

The Board of Directors shall ensure an effective and efficient internal control system that covers every aspect of its operation, and compliance with related laws, rules and regulations. Effective and adequate check and balanced mechanisms are in place to protect shareholders investments in the Company and its assets. The Company shall clearly set procedure for delegation of authority and responsibility for senior executives and staff.

An independent Internal Audit Office is established to ensure that all operation units of the Company are in compliance with set operating procedures. The Internal Audit Office reports directly to the Audit Committee.



3.8 业绩监督和评估政策

为确保公司的经营符合既定的目标，董事会要求管理层定期对照既定的目标汇报实际经营成果。一旦经营未按计划进行，董事会应要求管理层提出解决计划，提供纠正的战略方向。

董事会应定期评估首席执行官和其他高级管理人员的业绩。评估标准和战略计划及年度经营计划挂钩，用以确定他们的薪酬和奖励。

3.9 继任计划政策

董事会应制定首席执行官及其他高级管理人员职位的继任计划，以确保公司一直由有合适能力和技巧的管理人员经营管理。

3.10 公司文化和组织态度

董事会的职责之一是通过让管理层设计出理想的公司文化而培植适当的公司文化，并确保有效地传达给所有的员工达成一致理解。董事会应努力为公司文化树立好的榜样。

3.8 Policy on Monitoring and Evaluation of Performance

To ensure that operation is in line with set goals, the Board of Directors requires that the Management reports the results of actual operation in comparison with set targets on a regular basis. In the event that operation fails to perform as planned, the Board of Directors shall request the Management to propose plans to resolve the situation and shall provide corrective strategic directions.

The Board of Directors shall regularly evaluate the performances of the Chief Executive Officer and other senior executives. The criteria for such evaluation will be related to the Strategic Plan and the Annual Business Plan and will be used in the determination of remuneration and incentives.

3.9 Policy on Succession Plans

The Board of Directors shall ensure that a succession plan for the position of CEO and other senior executives is in place to ensure that the Company is managed at all time by executives with appropriate competence and skills.

3.10 Corporate Culture and Organizational Attitude

It is a duty of the Board of Directors to foster an appropriate corporate culture by assigning the Management to design a desirable corporate culture and to ensure that this is effectively communicated to all staff for common understanding. The Board of Directors shall strive to set a good example for such culture.



“维持组织的可持续发展”

ENDEAVOR FOR SUSTAINABLE GROWTH
OF THE ORGANIZATION



董事会的资质、结构和组成

**QUALIFICATIONS, STRUCTURE
AND COMPOSITION OF
THE BOARD OF DIRECTORS**



4. 董事会的资质、结构和组成

4.1 董事的独立性和公正性

董事会履行职责和行使自由裁量权时应独立于管理层和大股东。每名董事有责任独立地就影响到股东或利益相关人的权益的一切事项以他认为合适的方式进行提问、表达意见或提出反对、进行表决。

4.2 董事的资质

董事会由专业性高、品德高尚的人员组成，他们的资质、经验、技能、能力和专长与公司的业务相关。期望董事能给董事会带来新鲜的创意，各董事必须给予足够的时间和精力充分履行他们的职责。

在挑选新任董事时，公司治理和提名委员会应审查每一名董事的资质、技能、知识和专长，确定新任董事的合适资质背景，以确保公司从一个由资质适当、技能娴熟、经验丰富的董事组成的董事会中受益。

4. Qualifications, Structure and Composition of the Board of Directors

4.1 Independence and Impartiality of Directors

The Board of Directors shall perform its duty and exercise its discretion independently from the Management and major shareholders. Each director has the duty and independence to ask questions, express opinions or make objection and vote as he or she sees fit in relation to all matters affecting the interests of shareholders or stakeholders.

4.2 Qualifications of Directors

The Board of Directors shall consist of persons of high professional and ethical standards with qualifications, experience, skills, competency and expertise relevant to the business of the Company. Directors are expected to bring fresh perspectives to the Board of Directors and must be prepared to give adequate time and effort to perform their duties to the fullest extent.

During its selection of new directors, the Corporate Governance and Nomination Committee shall review qualifications, skills, knowledge and expertise of all directors to determine the appropriate qualifications profiles for the new directors with an aim of ensuring that the Company gains the benefit of a Board comprising appropriately qualified and skilled directors with a diversity of experience.





4.3 独立董事的资质

董事会应要求独立董事的资质能符合泰国股票交易所对独立董事资质的要求，内容如下：

1. 持有公司、附属公司、关联公司或其它关联公司已缴注册资本的5%以上。其中包括关联人持有的股票。
2. 是公司、附属公司、关联公司或公司大股东的非执行董事，包括不是公司、附属公司、关联公司或公司大股东的支付薪水的雇员、员工或顾问人士的那些人员。
3. 是在公司、附属公司、关联公司或公司大股东那里未拥有直接或间接财务和管理权益的董事，包括那些在被任命之前的一年没有以同样方式未拥有直接或间接财务和管理利益的董事，除非董事会经充分考虑后认为，这样的权益对他/她的业绩和表达意见的独立性没有任何影响。
4. 是与公司管理人员或大股东没有关联的董事，也不是他们的近亲。
5. 是并未被任命来保护公司董事、大股东或与公司大股东有关联的股东的权益的代理人的董事。
6. 能够独立地、不受公司管理人员、大股东或关联人士或近亲控制地履行职责、表达意见或汇报业绩。

4.3 Qualifications of Independent Directors

The Board of Directors shall require that the qualifications of independent directors reflect the Stock Exchange of Thailand's requirements on qualifications of independent directors, listed below:

1. Holding shares of no more than five per cent of the paid-up registered capital of the Company, affiliated companies, associated companies or other related companies. This shall include shares held by related persons.
2. Being a non-executive director of the Company, affiliated companies, associated companies and related companies or its major shareholders including not being an employee, staff or consultant receiving salary on the payroll of the Company, affiliated companies, associated companies, related companies or the Company's major shareholders.
3. Being a director without direct or indirect financial and managerial interests or stake in the Company, affiliated companies, associated companies or its major shareholders; including having no such interests or stake in the same manner one year prior to the appointment unless the Board of Directors has thoroughly considered that such interests or stake has no effect on his performance and his independent expression of opinions.
4. Being a director who is not related to or not being a closed relative with the Company's executives or major shareholders.
5. Being a director not appointed as an agent to protect the interests of the Company's directors, major shareholders or shareholders relating to the Company's major shareholders.



4.4 董事会的组成

董事会包括一名董事长、一名副董事长和人数符合公司业务规模和有效经营的董事。董事人数不得少于五人。

非执行董事不少于二分之一，独立于管理层的董事不少于三分之一，并且与公司没有会影响到董事独立行使自由裁量权的业务关系或其它任何关系。

首席执行官应在董事会中被委任为当然董事。

4.5 董事长和首席执行官

董事会应指定一名除首席执行官外的董事担任董事长，以便他们的角色、权限和职责清楚地分开，确保在管理层和公司治理之间清楚地分开。

6. Able to perform duty, express opinions or report on performance as designated by the Board of Directors independently without being controlled by the Company's executives or major shareholders as well as related persons or closed relatives.

4.4 Composition of the Board of Directors

The Board of Directors shall consist of a chairman, a vice chairman and directors in a number considered appropriate for the Company's size of business and efficient operation. There shall not be less than five directors in the Board.

No less than half of the directors shall be non-executive directors and no less than one-third shall be directors who are independent of Management and have no business relationship or any other relationship with the Company which may affect the director's independent exercise of discretion.

The Chief Executive Officer shall be appointed a director ex officio in the Board of Directors.

4.5 The Chairman of the Board and the Chief Executive Officer

The Board of Directors shall designate a director other than the CEO as Chairman of the Board so that their roles, authorities and duties are clearly separated to ensure balance between management and corporate governance.





4.6 董事的任职期限

董事的任职期限为三年。董事任职期限届满，可以由股东重新选举。

4.7 董事的退休

董事在72岁时退休，从该董事达到退休年龄之后召开的股东年会之日后的第二天起生效。

4.8 董事的提名

公司治理和提名委员会应向董事会推荐取代退休董事或填补其他任何空缺的人选。公司治理和提名委员会应审查董事会的结构和组成，制定提名标准，访查资质符合公司实际和需要的人选。

4.9 董事的薪酬

董事会应成立一个“薪酬委员会”负责建议确定董事薪酬的准则。董事的薪酬水平应相当于相同行业公司的董事的水平，同时考虑到董事担当的职责。董事的薪酬由股东大会批准。

4.6 Terms of Directorship

The Directors shall serve a term of office of three years. A director who has completed his/her term is eligible for re-election by shareholders.

4.7 Directors' Retirement

Director shall retire at 72 years of age with effect from the day following the Annual General Meeting held after the director in question has attained that age.

4.8 Nomination of Directors

The Corporate Governance and Nomination Committee shall recommend to the Board of Directors candidates to replace retiring directors or to fill any other vacancy. The Corporate Governance and Nomination Committee shall review the structure and composition of the Board of Directors, set nomination criteria and search for candidates with qualifications appropriate for the Company's situation and needs.

4.9 Directors' Remunerations

The Board of Directors shall designate a Compensation Committee to recommend guidelines for setting directors' remunerations. The levels of remunerations shall be comparable to those of companies in the same industry taking into consideration the duties and responsibilities of the directors concerned. Directors' remuneration is approved at a shareholders' meeting.



4.10 董事会下辖各委员会

董事会应从董事中指定人员在董事会各委员会中任职。当选的董事的资质应符合各委员会的职责。各委员会的成员的任期为三年，可以连选连任。

董事会的各委员会应履行董事会指定的职责。应董事会各委员会的邀请，管理层可以参加各委员会的会议，向会议提交报告，提供信息。董事会的各委员会有权委任外部顾问人员，费用由公司负担。董事会的各委员会应向董事会提交年度报告。

目前，董事会已委任了三个董事会委员会，即，审计委员会、薪酬委员会及公司治理和提名委员会。

审计委员会

审计委员会至少由三名成员组成，由一名独立董事担任主席。审计委员会负责审核公司的财务报告、评估内部控制和风险管理是否充分遵守，以确保利益冲突符合公司的政策，对公司聘用外部审计师和他们的报酬提出建议。审计委员会还监督和审查是否遵守了风险管理委员会制定的风险管理政策。审计委员会还负责就经营计划、预算及内部审计办公室人员的委任和终止发表意见。

4.10 Committees of the Board of Directors

The Board of Directors shall appoint directors from their number to serve on committees of the Board. The qualifications of selected directors will be appropriate for the duties of each committee. Members of such committees shall serve a three years term and shall be eligible for reappointment.

Each Board Committee shall perform its duties as assigned by the Board of Directors. Management shall attend the Board Committee meetings on invitation of such committees, to submit reports or to provide information. Board Committees shall have the right to commission external consultant at Company's expense. Each Board Committee shall submit an annual report to the Board of Directors.

At present, the Board of Directors has appointed three Board Committees; namely, the Audit Committee, the Compensation Committee and the Corporate Governance and Nomination Committee.

The Audit Committee

The Audit Committee shall consist of at least three members, with an independent director as chairman. The Audit Committee is responsible for reviewing the Company's financial reports, assessing the adequacy of the internal control and risk management compliance, ensuring that conflict of interest is in accordance with the Company's policy and proposing the Company's external auditor and its fees. The Audit Committee also monitors and reviews compliance with risk management policy as



薪酬委员会

薪酬委员会由三名成员组成，由一名独立董事担任主席。其职责是建议提出与董事、首席执行官和高级管理人员有关的薪酬政策、原则和程序以及其它福利。薪酬委员会还负责确定首席执行官和高级管理人员的业绩量测标准。

公司治理和提名委员会

公司治理和提名委员会由四名成员组成，由一名独立董事担任主席。其职责是审查和监督公司治理政策和行为准则政策及原则。其次，该委员会还负责监督公司是否遵守了公司治理政策和行为准则。第三，该委员会负责筛选公司董事人选，并确保制定适当的首席执行官、管理人员和其他高级管理人员的继任计划。

reported by the Risk Management Committee. The Audit Committee is also responsible for expressing its opinions with regard to operation plan and budgets as well as the appointment and termination of staff of the Internal Audit Office.

The Compensation Committee

The Compensation Committee shall consist of three members and is chaired by an independent director. Its duties are to suggest compensation policy, guidelines and procedures and other benefits in relation to directors, the Chief Executive Officer and senior management. The Compensation Committee also determines performance measurement criteria for the CEO and senior executives.

The Corporate Governance and Nomination Committee

The Corporate Governance and Nomination Committee shall consist of four members and is chaired by an independent director. Its duties are to review and monitor corporate governance policies and code of conduct policies and guidelines. Secondly, the Committee also monitors compliance with corporate governance policies and the Code of Conduct. Thirdly, this Committee is responsible for screening candidates for appointment as the Company's directors as well as securing appropriate succession plans for the CEO, Executive Officers and other senior executives.



“以效率打造领先的组织”

LEADING ORGANIZATION
THROUGH EFFICIENCY



董事会的职能

FUNCTIONING OF
THE BOARD OF DIRECTORS



5. 董事会的职能

5.1 董事会的具体职责

除了按照法律、公司的宗旨、章程、股东大会决议的规定采取的其它任何行动外，董事会负责监督公司的业务运作，有责任有权利审议和批准下列事项：

1. 公司的政策、经营策略、商业计划和年度预算；
2. 和公司的计划、预算及下一年度的计划相比的月度和季度业绩与经营报告；
3. 对金额超过3亿泰铢的项目进行的投资；
4. 使用已经得到批准的超过总项目投资预算5%的投资资金，超过其它非项目性总投资预算的10%以上的投资资金；
5. 购买和处理资产、收购企业、参股合资项目（不违反泰国股票交易所的规则规定），金额超过首席执行官的权限；
6. 实质上影响到公司的财务状况、负债、经营策略和声誉的任何交易或行动；

5. Functioning of the Board of Directors

5.1 Specific Duties and Responsibilities of the Board of Directors

In addition to any other action taken in compliance with the laws, objectives, Articles of Association and the resolutions of the shareholders' meeting of the Company, the Board of Directors in monitoring the business of the Company, hereby stipulate that the consideration and approval of the following matters shall be vested under the authority, duty and responsibility of the Board of Directors:

1. The Company's policies, business strategies, business plans and annual budget.
2. The Company's monthly and quarterly performance and operation report compared to its plan, budget and trend in the next year.
3. Investment in a project worth more than THB 300 million.
4. Use of investment capital which exceeds 5 percent of a total project investment budget that has been approved, and exceeds 10 percent of other total non-project investment budget.
5. Purchase and disposal of assets, acquisition of business and participation in a joint venture project which are not in conflict with the rules and regulation of the Stock Exchange of Thailand, with the value that exceeds the authority of the Chief Executive Officer.
6. Any transaction or act which materially affects the Company's financial status, liabilities, business strategy and reputation.



7. 执行与公司正常经营过程中不相关的任何合同以及与公司正常经营过程有关的任何重大合同；
8. 执行与公司、公司的子公司、关联公司及关联人之间的交易有关的、不需要股东大会决议通过的任何报告；
9. 使公司的债务股本比超过2.5:1的任何交易；
10. 支付临时股利；
11. 超过预算中确定的或估计的最高贷款额度1亿泰铢的净贷款数额；
12. 有关会计、风险管理及现金保管的政策和重大做法的变动；
13. 有关管理和财务控制制度的重大变动；
14. 决定和审议授予首席执行官、执行管理人员、首席运营官及业务部门副总裁的批准权限；
15. 招聘首席执行官级别的高级管理人员、批准首席执行官建议的管理人员和首席运营官的招聘或聘用、批准管理人员和员工的工资增加预算及奖金或奖金方案、或年度薪酬调整方案。
16. 任命和解聘董事及董事会秘书；
17. 授予董事长、首席执行官、任何董事于权限，对该权限进行修改；

7. Execution of any contract not relating to normal course of business of the Company and any contract relating to normal course of business of the Company that is material.
8. Execution of any report pertaining to transactions between the Company, its subsidiaries, associated companies and related persons that does not require a resolution of shareholders' meeting.
9. Any transaction which causes the ratio of Company's debt-to-equity exceeds 2.5 : 1.
10. Payment of interim dividend.
11. Net amount of loan which exceeds the maximum amount as fixed or estimated in a budget more than THB 100 million.
12. Change in policy and material practices relating to accounting, risk management and safekeeping of money.
13. Significant change relating to management and financial control system.
14. Determination and consideration of approval authority granted to the Chief Executive Officer, Executive Officers, Chief Operating Officer and Vice Presidents of business units.
15. Recruitment of senior executive officer at the level of Chief Executive Officer, and approval of the recruitment or employment of Executive Officers and Chief Operating Officer as proposed by the Chief Executive Officer, approval of salary increment budget and bonus or bonus formula, or annual remuneration package adjustment formula of the executives and employees.



18. 任命和确定小组委员会的权限；
19. 按照良好公司治理准则聘用和监督高管层；
20. 委任董事或管理人员担任子公司和关联公司的董事；
21. 注册成立新公司、终止、解散公司；
22. 对上述1-21条中提到的董事会的批准权限范围的变动。

5.2 董事会会议

董事会应通过董事会会议履行职责，会议至少每月召开一次。

董事长掌控董事会，和首席执行官一道确定董事会会议的日程，确保会议顺利进行，做出清楚的决定，通过清楚的决议。

董事长应留出适当的时间供自由谈论，在董事会之间达成共识或决定。

16. Appointment and termination of directors and the secretary of the Board of Directors.
17. Delegation of authority to the Chairman of the Board, Chief Executive Officer or any director, and amendment to such delegation.
18. Appointment and determination of authority of the Sub-Committees.
19. Provision and supervision of the management in accordance with good corporate governance principles.
20. Appointment of directors or executives to be directors of subsidiaries and associated companies.
21. Registration of new companies and termination of companies
22. Amendment to the scope of approval authority of the Board of Directors as stated in 1- 21.

5.2 Meetings of the Board of Directors

The Board of Directors shall discharge its duties through its meetings, which must be held no less than once a month.

The Chairman of the Board manages the functioning of the Board of Directors, determines the agenda for Board meetings together with the CEO, and ensures smooth meeting procedures with clear decisions and resolutions.

The Chairman of the Board shall allocate appropriate time for free discussion and forge consensus or decision making by the Board.





要求和董事会审议事项有潜在利益冲突的任何董事在审议该事项时离开会议现场。

审议特殊事项时，董事有权了解相关信息，或接触相关文件，可以要求高管层提供额外解释，还可以委派外部顾问人员寻求协助，费用由公司负担。

决议必须通过大多数人表决通过。对决议的反对意见应记入会议记录中。

董事会应指定一名董事会秘书辅助董事会的工作。

5.3 董事会的年度报告

在其年度报告中，董事会应负责编制公司的业务和财务报告、合并财务报告及财务信息。财务报告应按照“泰国通用会计准则”（GAAP）编制。此外，一切相关信息应在会计报表附注中充分披露。董事会应指定审计委员会监督财务报表的质量，向董事会就财务报告发表意见。其中包括56-1表中的报告和年度报告。

Any director having potential conflict of interest in relation to a matter which is under consideration by the Board shall be required to leave the meeting while the matter is under deliberation.

When considering a particular matter, a director is entitled to have access to any relevant information or document, may seek additional explanations from the Management and may commission external consultant for assistance at the Company's expense.

A resolution shall be based on a majority of votes. Any opposition to a resolution shall be recorded in the minutes of the meetings.

The Board of Directors shall appoint a Secretary of the Board to support the functioning of the Board of Directors.

5.3 Annual Report of the Board of Directors

The Board of Directors shall be responsible for the compilation of the Company's business and financial reports as well as the consolidated financial reports and the financial information in its Annual Report. The financial report shall be prepared on the basis of Thailand's Generally-Accepted Accounting Principles (GAAP). In addition, all relevant information will be adequately disclosed in notes to financial statements. The Board of Directors shall designate the Audit Committee to supervise the quality of its financial report as well as to express its opinions on the financial report to the Board of Directors. This includes report under Form 56-1 and the Annual Report.



5.4 与高管层交流

董事会应邀请高级管理人员与会，就管理人员负责的范围日程提供信息。目标是让董事会直接从负责人员那里听到他们对具体事项的意见和看法。此外，管理人员也有机会了解董事会的看法。

除了董事会会议之外，董事会应鼓励自己和高级管理人员在其它场合多会面、多交流，以培养良好的关系和加强相互了解。

董事可以直接和单个管理人员交流，但不干扰高管层的经营运作。不过，会见前，应提前通知首席执行官。

5.5 评估董事会的业绩

董事会应每年对其经营评估一次。内容应包括对每名董事的独立性进行评估。此项评估由公司治理和提名委员会负责进行，事后应制定一份报告提交董事会审议。

5.4 Communications with the Management

The Board of Directors shall invite senior executives to attend its meetings to present information in relation to the agenda covering areas which such executives are responsible for. The objective is to allow the Board of Directors to be informed directly by the responsible executives of their views and opinions towards a particular subject. In addition, the executives will also have a chance to understand the Board of Directors' point of view.

The Board of Directors shall encourage meetings and exchange of ideas between itself and the senior executives on other occasions aside from the Board of Directors' meetings to foster better relationship and mutual understanding.

Directors may directly communicate with individual executives without intruding or interfering with the management's operation. However, the CEO should be notified in advance of such contacts.

5.5 Assessment of Performance of the Board of Directors

The Board of Directors shall assess its operation annually. The assessment will include an evaluation of each director's independence. The conduct of this assessment is the responsibility of the Corporate Governance and Nomination Committee which will prepare a report for the Board's consideration.





5.6 对首席执行官业绩的评估

“薪酬委员会”应向董事会推荐用来评估首席执行官当年业绩的标准。这些标准也反映了公司的长短期目标。

5.7 聘用外部专家顾问人士

董事会和董事会各委员会可以聘用外部专家顾问人士就董事会和董事会各委员会的职能提供建议，费用由公司负担。

5.8 新董事的定位及扩充业务知识

董事会应为所有新任董事举行定位会议，以便让他们知道公司对董事的角色和职责的期望，以及公司的公司治理政策和做法。

定位会议还有一个目的就是帮助新任董事更好地了解公司的业务和经营状况，向他们提供有关行业前景、新技术、创新及公司治理的额外信息，帮助他们有效地履行自己的职责。

5.6 Assessment of Performance of the Chief Executive Officer

The Compensation Committee shall recommend to the Board the criteria for assessing the annual performance of the Chief Executive Officer. The criteria are to reflect the Company's short- and long-term goals.

5.7 Hiring External Expert Consultants

The Board of Directors and the Board Committees may hire external expert consultants to provide advice with regard to the functioning of the Board of Directors and the Board Committees at the Company's expense.

5.8 Orientation for New Directors and Enhancement of Business Knowledge

The Board of Directors shall provide an orientation session for all new directors so as to inform them of the Company expectation regarding a director's roles, duties and responsibilities, and compliance with the Company's corporate governance policy and practices.

The orientation is also intended to help new directors to better understand the business and operations of the Company and to provide them with additional information in terms of industrial outlook, new technology and innovation as well as corporate governance to assist them in the effective performance of their duties.





6. 万浦集团公司行为准则

为给股东获得最大收益，董事会应对实现目标和实现手段给予同等重视。

董事会制定了“万浦集团公司行为准则”，已分发给董事、管理人员和员工，确保他们了解公司对他们在与同事、股东、顾客、贸易伙伴、竞争对手及社会的交往中对他们的希望。

董事会还制定了确保遵守“万浦集团公司行为准则”的机制和程序。

6. Banpu Code of Conduct

To ensure maximum benefit to shareholders, the Board of Directors shall give equal weights to the achievement of goals and the means used for their achievement.

The Board of Directors has prepared the “Banpu Code of Conduct” which is distributed to directors, executives and staff to ensure they know what the Company expects from them regarding conduct towards fellow staff, shareholders, customers, trading partners, competitors and society in general.

The Board of Directors has also established mechanisms and procedures to ensure compliance with the Banpu Code of Conduct.



参考文献

1. 公司治理的15条准则：泰国股票交易所
2. 上市公司董事会的良好行为举止：泰国股票交易所
3. 良好公司治理报告：泰国股票交易所
4. 上市公司董事手册：证券交易委员会办公室
5. 公司治理评估标准：泰国董事会研究所
6. 公司治理评级标准：泰国评级信息服务有限公司
7. 上市公司董事的角色和职责：DCP计划，泰国董事研究所
8. OECD公司治理准则：经济合作和发展组织



References

1. The 15 Principles of Corporate Governance: The Stock Exchange of Thailand
2. Good Practices for Directors of Listed Companies: The Stock Exchange of Thailand
3. Report of Good Corporate Governance: The Stock Exchange of Thailand
4. Director's Manual of Listed Companies: Office of the Securities and Exchange Commission
5. Corporate Governance Assessment Criteria: Thai Institute of Directors
6. Corporate Governance Rating Criteria: Thai Rating Information Services Co., Ltd.
7. The Roles, Duties and Responsibility of Directors of Listed Companies: DCP Program, Thai Institute of Directors
8. OECD Principles of Corporate Governance: Organization for Economic Cooperation and Development



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