

Orientation of New Directors

HARN requires an orientation for newly appointed directors every time. New directors will receive a handbook, documents and useful information, including policies and practices of good corporate governance.

For new directors, arranges an orientation session facilitated by Chief Executive Office with knowledge about the business and business direction as well as related laws and regulations and other information required for performing the director's duties, and hand over the Director's Manual to the new directors, along with a visit of the business, introducing business overview. The company secretary as the information prepared, including:

- Part 1 Structure of the board, executive and company secretary
- Part 2 Group structure, major shareholder structure
- Part 3 Company information and nature of business
- Part 4 Charter of the board of directors and board-committees
- Part 5 Schedule of management approval authority
- Part 6 Remuneration of the board of directors and board-committees
- Part 7 Meeting and Training Courses of the Board of Directors
- Part 8 Policy and principles of corporate governance and business ethics
- Part 9 Role of directors under general law
- Part 10 Certificate memorandum and HARN's articles of association
- Part 11 Consolidated and separate financial statements
- Part 12 Annual Registration Statement/ Annual report (From 56-1 One Report)

Therefore, in 2023, HARN appointed a new director, namely; Mr. Pichet Sithi-Amnuai as an Independent Director and Chairman of the Board. With on December 2, 2022, a new director orientation was held, attended by representatives of the Recruitment and Remuneration Committee, Chief Executive Office and Chief Operating Officer, to introduce and provide information on business nature, business strategy and practices, and hand over the Director's Manual to the new directors above, so as to provide useful information before starting to perform other duties. Additionally, on May 11, 2023, the executives of HARN met with the new directors again to gain a more comprehensive understanding of the operation of the strategic plan.

Director development

The Board encourages all directors to keep on learning as support for their improved performance. HARN directors underwent training with Thai Institute of Directors Association (IOD) and other leading entities and institutes. The Nomination and Remuneration Committee consider training curricula related and to foster their work knowledge to the Board application to HARN's businesses for sustainable growth. Detail the Board trainings in 2023, as follow:

Training course for the Thai Institute of Directors Association (IOD) of the Board

Currently, all directors have attended training courses related to IOD performance, accounting of 100%.

Name	Courses									
	DAP	DCP	SFE	FSD	RCP	ACEP	ACP	AACP	HRP	BNCP
Mr. Pichet Sithi-Amnuai		64/2005	2/2008		55/2023	2/2012	10/2005			
Mr. Prasert Deejongkit	184/2021									14/2022
Mrs. Valeeratn Chuerboonchai	SET/2012	205/2015		28/2015		14/2015		49/2023		14/2022
Mr. Wirat Sukchai	SET/2012	204/2015	24/2015		36/2015	14/2015			12/2017	
Mr. Thammanoon Tripetchr	116/2015	211/2015	24/2015	28/2015					31/2022	
Mr. Jain Charnnarong		173/2013	23/2015						8/2014	14/2022
Mrs. Sirima Iamsakulrat	SET/2012	211/2015	24/2015							5/2018
Dr. Teerachai Pornsinsirak		211/2015						50/2023		

Training courses at other leading institutions of the Board in 2023

Name of the Board	Courses
Mr. Pichet Sithi-Amnuai	Role of the Chairman Program, class 55/2023
Mr. Prasert Deejongkit	None
Dr. Teerachai Pornsinsirak	Advanced Audit Committee Program, class 50/2023 Member Fee – Annual Fee, class 1/2023 O-DB-Director Briefing, class 1/2023
Mrs. Valeeratn Chuerboonchai	Advanced Audit Committee Program, class 50/2023 Engaging Board in ESG: The Path to Effective Sustainability
Mrs. Sirima Iamsakulrat	None
Mr. Jain Charnnarong	None
Mr. Wirat Sukchai	Team Engagement for TOP Culture
Mr. Thammanoon Tripetchr	Team Engagement for TOP Culture

Board and Board-Committees Self-assessment

HARN arranges for performance assessment of the Board and Board-Committee on an annual basis according to the good practices of the Thai Stock Exchange, serve as a framework for reviewing and reviewing structures, qualifications, meetings, roles, and responsibilities. The responsibility of the board of directors and more effective performance development. The assessment is divided into two types:

1. Whole Board and Board-Committee Assessment
2. Individual Board and Board-Committee Assessment

Process and Criteria of Self-Assessment of the whole Board and Individual

The Board Meeting No. 5/2023 of October 6, 2023, approved the 2023 Board's performance assessment form, which was reviewed and improved to have diverse the roles, duties and responsibilities covered according the Board Charter. The assessment forms were sent to each individual director for assessment and returned to the Secretary Company for analysis, then, raised the assessment results together with comments to the Board for acknowledgment. Recommendations from the assessment shall be used to identify guidelines to develop and enhance performance efficiency.



Performance assessment of the Board and Board-Committees both whole and individual consists of such structure and qualifications, meetings, roles, duties and responsibilities. The assessment criteria are divided into 5 levels:



- 0 Need significant improvement
- 1 Partially meet expectations
- 2 Meet expectations
- 3 Exceed expectations
- 4 Exemplary best practices

The evaluation criteria are calculated as a percentage from the full score in each topic: more 90% is Excellent, 80-89% is Good, 70-79% is Relatively Good, 60-69% is Fair, below 60% Need improvement.

Results of Self-Assessment of the whole Board and Individual

Criteria of Self- Assessment of Board and Board-Committees Whole	2023 Board Evaluation Results – Whole				
	Board of Director	Audit Committee	Nomination & Remuneration Committee	Executive Committee	Risk management Committee
1. Structure and qualifications					
<ul style="list-style-type: none"> Diversity of directors in terms of number and experience Proportion of directors Qualifications of each Board 	90.10%	91.67%	96.67%	94.79%	84.62%
2. Roles, duties and responsibilities					
<ul style="list-style-type: none"> Spending adequate time to consider important matters etc. direction, strategy, action plan, transactions with conflict of interest, and internal control and risk management 	88.17%	87.12%	88.89%	82.64%	79.70%
3. Meetings					
<ul style="list-style-type: none"> Schedule meetings all year in advance The sufficiency of information for directors to make a decision Freedom of decision making and the expression of opinions of directors Time frame of meeting 	93.30%	91.67%	96.43%	84.52%	89.84%
4. Others					
<ul style="list-style-type: none"> Relationship with the board and management team Self-development of the board/Executive, Training 	87.50%	-	-	-	-
Total Results	89.77%	90.15%	93.99%	87.32%	84.72%

Measurement : more 90% = Excellent, 80-89% = Good, 70-79% = Relatively Good, 60-69% = Fair, below 60% = Need improvement.

Criteria of Self- Assessment of Board and Board-Committees Individual	2023 Board Evaluation Results – Individual				
	Board of Director	Audit Committee	Nomination & Remuneration Committee	Executive Committee	Risk management Committee
1. Structure and qualifications					
<ul style="list-style-type: none"> Qualifications, knowledge, experience suitable for business of company Assigned duties that are appropriate for role (Independent / Board-Committee) 	87.50%	91.67%	87.50%	87.50%	84.62%
2. Roles, duties and responsibilities					
<ul style="list-style-type: none"> Perform duties efficiently according the charter Time and dedication to perform duties Control and follow up the operations of management appropriately Does not interfere with the management function Develop and learn all the time 	86.88%	88.33%	88.33%	89.17%	86.54%
3. Meetings					
<ul style="list-style-type: none"> Attending the meeting Studying the information to meeting in advance Showing appropriate comments, to meeting Abstain from attending the meeting or voting in case of having conflict of interests 	89.58%	94.44%	97.22%	84.72%	82.05%
Total Results	87.99%	91.48%	91.02%	87.13%	84.40%

Measurement : more 90% = Excellent, 80-89% = Good, 70-79% = Relatively Good, 60-69% = Fair, below 60% = Need improvement.

In this regard, the overall performance evaluation results of the whole the Board, believe that most of the actions were done well and appropriately, with an average score of 89.77% is good, overall performance evaluation of individual, responsible for regularly fulfilling responsibilities, with an average score of 87.99% is good.

The performance evaluation results of the whole Board-Committee, are considered effective, with an average score of very good is Nomination & Remuneration Committee of 93.99%, Audit Committee of 90.15%, while score of good is Risk Management Committee of 84.72% and Executive Committee 87.32% respectively.

The performance evaluation results of the individual Board-Committee, are considered complete, with an average score of very good is Audit Committee of 91.48%, Nomination & Remuneration Committee of 91.02%, while score of good is Executive Committee of 87.13% and Risk Management Committee 84.40% respectively.

The Board has no external consultant to help formulate guidelines and make suggestions on the performance evaluation of the Board. HARN will analyze the evaluation topics to improve the performance of the board of directors and make an annual development plan to maximize the efficiency of performing functions and the benefits of corporate governance. The Board meeting has approved the plan.

Performance evaluation criteria

Consider 2 types of performance indicators and change the weight of each KPI score for evaluation as appropriate, as follows:

1. KPI = Key Performance Indicator, weighted 70%, it is an evaluation from performance scores, according to the assigned mission which supports the main goals.
2. API = Appraisal Indicator, weighted 30%, it is an evaluation from performance consistent with the strategy, vision, mission and values by the non-executive committee, according to guidelines of the Stock Exchange of Thailand in 8 topics: strategy formulation / strategic execution / financial planning and performance / relationship with the Board / external relations / management and relations with personnel / leadership / personal attributes. There are 5 levels of evaluation criteria: 5 excellent / 4 very good / 3 good / 2 fair / 1 improvement.

Performance evaluation process

The Nomination and Remuneration Committee reviewed the annual performance appraisal form of the Chief Executive Officer, and presented to the Board of Directors for approval in accordance with the specified criteria. The non-executive committee is required to conduct independent performance appraisals. HARN's secretary was assigned to summarize and analyze the results of performance evaluation for consider by the Nomination and Remuneration Committee to providing additional opinions to develop plans and appropriate compensation adjustments to the Chief Executive Officer before presenting to the Board of Directors for further approval.

The Chief Executive Officer Performance evaluation results in 2023 are good, equivalent to 81.31%, which The Nomination and Remuneration Committee communicated to the Chief Executive Officer for improvement of work efficiency, according to the complete established goals and strategy.