

Corporate Governance

The Company recognizes its role as a vital driver of the national economy through revenue generation, employment creation, and good governance practices. The Board of Directors has established a Corporate Governance Policy, with implementation delegated to management and internal departments responsible for promoting good corporate governance across the organization.

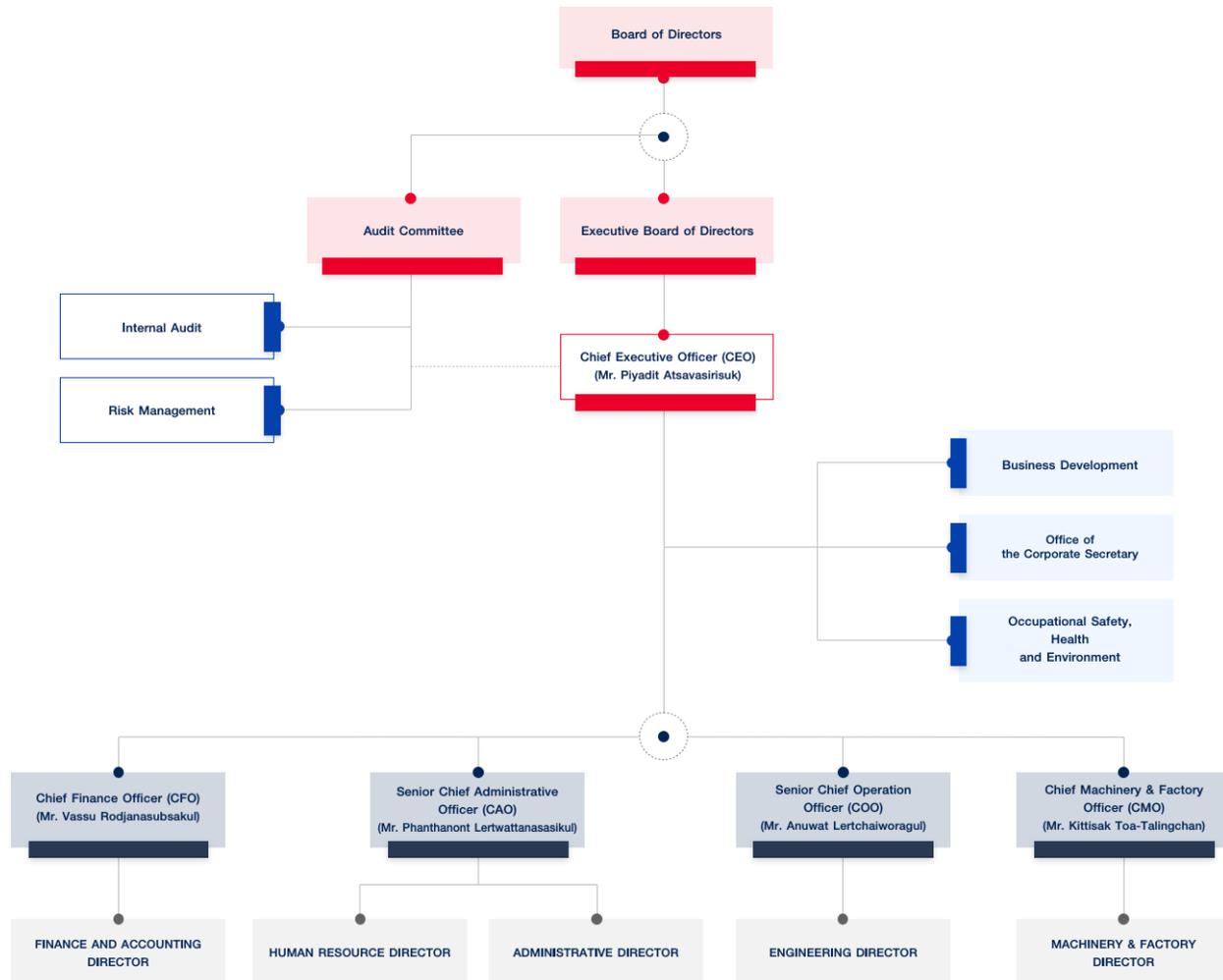
To elevate management standards, the Company has achieved ISO 9001, ISO 14001, and ISO 45001 certifications since 2024, reinforcing its commitment to quality, environmental responsibility, and occupational health and safety. An effective governance structure encompassing oversight, monitoring, and evaluation has been established to ensure consistent practices aligned with fundamental principles of good corporate governance, enabling the Company to create sustainable value for both the organization and society.

Governance Structure

The Company has established a governance structure to promote operations aligned with good corporate governance principles, ensure decision-making based on sufficient and reliable information, and oversee that all directors and executives perform their duties with responsibility, diligence, and integrity in accordance with laws, regulations, shareholder resolutions, and established policies—for the best interests of the organization, shareholders, and stakeholders.

The Board of Directors comprises individuals with recognized knowledge and expertise, playing a key role in defining the Company's objectives and goals. The Board works collaboratively with executive management to formulate short-term and long-term strategies and operational policies, as well as financial policies, risk management, and organizational direction. The Board annually reviews key policies and plans, allocates critical resources in

alignment with targets, and independently oversees, monitors, and evaluates Company performance and executive management effectiveness against established plans.



About Board of Directors



*Board of Directors details : <https://www.civilengineering.co.th/th/management/board-of-directors>

Directors	CIVIL Board Skills Matrix					
	Engineering	Accounting/ Finance	Business Administration	Laws	Strategy	Innovation/IT
Mr. Chaiwat Utaiwan		✓	✓		✓	
Mr. Veerasak Kositpaisal	✓		✓		✓	
Mrs. Yupin Garnjanawigai		✓			✓	✓
Mr. Chainarong Chochai			✓	✓		✓
Assoc. Prof. Tanit Tongthong, Ph.D.	✓					✓
Mr. Piyadit Atsavasirisuk	✓		✓		✓	✓
Mr. Phanthanont Lertwattanasasikul		✓	✓	✓		

About Sub-committees

Nomination and Remuneration Committee

List	Position
Assoc. Prof. Tanit Tongthong, Ph.D.	Chairman of the Committee
Mrs. Yupin Garnjanawigai	Member of the Committee

Audit and Risk Management Committee

List	Position
Mr. Veerasak Kositpaisal	Chairman of the Committee
Mrs. Yupin Garnjanawigai	Member of the Committee
Mr. Chainarong Chochai	Member of the Committee

Executive Management Committee

List	Position
Mr. Piyadit Atsavasirisuk	Chairman of the Executive Committee
Mr. Phanthanont Lertwattanasasikul	Member of the Executive Committee
Mr. Anuwat Lertchaiworagul	Member of the Executive Committee
Mr. Kittisak Toatalingchan	Member of the Executive Committee
Mr. Vassu Rodjanasubsakul	Member of the Executive Committee

Corporate Governance and Conflict of Interest Policy

The Company believes that good corporate governance practices lead to effective and efficient management that is rigorous, transparent, and accountable, which is building confidence and trust among shareholders, stakeholders, and all related parties. Good governance also enables the Company to achieve its strategies, objectives, and targets, deliver strong performance, adapt appropriately to changes, and create sustainable long-term value and growth.

The Company has therefore established a Corporate Governance Policy aligned with the Corporate Governance Code (CG Code) of the Securities and Exchange Commission (SEC) to serve as principles and guidelines for all relevant parties to adopt and implement.

Corporate Governance Policy :

<https://www.civilengineering.co.th/storage/content/cg/corporate-governance-policy/20211203-civil-corporate-governance-policy-en.pdf>

Additionally, the Company has established policies and guidelines related to the Board of Directors in the Corporate Governance Manual, Board of Directors Charter, and Sub-Committee Charters. These documents cover key areas including board composition, qualifications of directors and independent directors, appointment, tenure, termination, duties and responsibilities of the Board and the Chairman, board meetings, performance evaluation, nomination of directors and committee members, director remuneration, and director development.

Board of Directors Charter :

<https://www.civilengineering.co.th/storage/content/cg/document-download/charter/20211203-civil-charter-board-directors-en.pdf>

Nomination and Remuneration Committee Charter :

<https://www.civilengineering.co.th/storage/content/cg/document-download/charter/20230615-civil-charter-nomination-remuneration-committee-th.pdf>

Audit and Risk Management Committee Charter :

<https://www.civilengineering.co.th/storage/content/cg/document-download/charter/20211203-civil-charter-audit-committee-en.pdf>

Executive Committee Charter :

<https://www.civilengineering.co.th/storage/content/cg/document-download/charter/20211203-civil-charter-executive-committee-en.pdf>

The Company's Articles of Association Related to the Shareholders' Meeting :

<https://www.civilengineering.co.th/storage/content/shareholders-meeting/agm2025/20250324-civil-agm2025-enc08-en.pdf>

Assessment of the Board Performance

The Board of Directors requires an annual performance assessment of the Board of Directors and sub-committee in both of whole board or committee assessment and the individual self-assessment. The assessment form has an objective to use the results of assessment for developing the efficiency of performing duties of the Board and sub-committees

Criteria in Performance Assessment

The Company arranges for an annual performance assessment of the Board of Directors and sub-committees in both whole board or committee assessment and the individual self-assessment. The assessment criteria are as follows:

Topic for the performance assessment of the Board of Directors

Performance Assessment of the Board of Directors as a Whole Board	Performance Assessment of the Board of Directors as an Individual
<ol style="list-style-type: none"> 1. The structure and qualifications of the Board of Directors 2. Roles, duties and responsibilities of the Board of Directors 3. Board meetings 4. Dynamic of the Board performance 5. Relationship with the management 6. Board Development 	<ol style="list-style-type: none"> 1. Board qualifications 2. Preparedness duties of directors 3. Participation in meetings 4. Roles, duties and responsibilities 5. Relationship with the Board and management

Topic for the performance assessment of the sub-committees

Performance Assessment of the Sub-Committees as a Whole Committee	Performance Assessment of the Sub-Committees as an Individual
<ol style="list-style-type: none"> 1. The structure and qualifications of the sub-committee 2. Sub-committee meetings 3. Roles, duties and responsibilities of the sub-committee 4. Sub-committee reporting 	<ol style="list-style-type: none"> 1. The structure and qualifications of the sub-committee 2. Sub-committee meetings 3. Roles, duties and responsibilities of the sub-committee

Assessment criteria (as a percentage of the full score) are as follows:

Above 85% = excellent

Above 75% = very good

Above 65% = good

Above 50% = fair

Below 50% = need improvement