

Guidelines Related to Management Business Succession

Background	In order to ensure the business continuity and to prevent the business loss, the Company has prepared the Management Business Succession plan, especially for the key of critical position. The Management Business Succession is one method to support the Company to have the information to work continuously and systematically.
Purpose	To transfer important information , to check the business status to let business or management can run smoothly in the future and to prevent damage when employees rotate, resign or retire.
Scope	It shall be operated by Predecessors who are employed in Line Manager level to transfer important information , or the business status to the Successor of Borneo Technical (Thailand) Limited.
Related organization	Predecessor and Successor's Department and HR & Admin. Department (Human Resource & Administration Department)
Definition	<p>"The Company" means Borneo Technical (Thailand) Limited.</p> <p>"Employee" means permanent employee hired by Borneo Technical (Thailand) Limited and employees dispatched to work at the Company (Expatriate) excluding directors (Thai)</p> <p>"Management Business Succession Plan" means a process for transferring important information and business status of position in Line Manager level.</p> <p>"Predecessor" means employee who is posited in key / critical role in Line Manager level and will transfer important information, or the business status to the Successor.</p> <p>"Successor" means employee who is capable employee and will be potential person to be transferred important information, or the business status to the Successor.</p>
Procedure	<ol style="list-style-type: none"> 1. Proceed the Management Business Succession when employee in Line Manager level rotates, resigns or retires, 2. The Predecessor summarize the report and submit the Completion report to the report destination. 3. The Predecessor submit the copy of report to the related person.
Documentation	<p>Succession matters (Attached sheet-1)</p> <p>Inspection Procedure (Attached sheet-2)</p> <p>Table of Predecessor and Report destination (Attached sheet-3)</p> <p>Completion report (form-A)</p> <p>Table of content of completion report and succession document (form-B)</p>
Content	<p>1. Proceed the Management Business Succession when employee in Line Manager level rotates, resigns or retires.</p> <p>1.1 The predecessor proceed the succession as listed in the Succession Matters (Attached sheet-1), Inspection Procedure (Attached sheet-2) and Table of content of completion report and succession document (Form B)</p> <p>1.2 The matters not defined in Attached sheet-1, the predecessor can consider to transfer to the successor if necessity in order to prevent the trouble occurring for successor's business.</p> <p>1.3 The Management Business Succession must be succeeded within 3 months before rotation or retirement or 1 month before resignation of predecessor.</p>

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1.4 In case of delay for any reason, the reason and report schedule shall be infromed to report destination as defined in 1.4.1 or 1.4.2

1.4.1 In case the successor cannot be identified, the report destination shall discuss with the predecessor and assign person in charge to investigate and make the concrete for completion of succession plan within 6 months after posited and the mid-term report shall be submitted to report destination every 3 months.

1.4.2 In case the successor can be identified, the successor shall complete the succession plan as defined in 1.4 within 6 months after posited and the mid-term report shall be submitted to report destination every 3 months.

2. The Predecessor summarize the report and submit the Completion report to the report destination.

2.1 After business succession process was completed, predecessor and successor shall mutual sign on Completion report (Form-A)

2.2 Predecessor shall submit the Completion report (Form-A) and Succession document table of contents (Form-B) to the report destination that defined in Attached sheet-3.

2.3 Department which receive completion report and succession document table of content can request more explanation from the predecessor if there are any doubtful point in succession contents of the report.

2.4 Successor shall keep all succession documents until the next successor is succeeded.

3. The Predecessor submit the copy of report to the related person.

3.1 After verification and approval signature of the Report destination in the document. Predecessor shall submit the copy of Completion report (Form-A) and Succession document table of contents (Form-B) to the copy of report destination as defined in Attached sheet-3 before the last working day. If it could not be proceeded, the prpcess in 1.4 must be acquired.

3.2 The copy of report destination which receive copy completion report and succession document table of content can request more explanation form the Predecessor if there are any doubtful point in sussession contents of the report.

In the event of Doubt


In case of any doubts, the interpretation and application of this Guideline shall be settled by HR & Admin. Department.

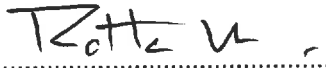
Revision and Abolition of the document


The approval of revision and abolition of this document shall be in accordance with the Regulations for Management of Company Rules, handled by HR & Admin. Department.

Enforcement

These guidelines shall be effective from 1st April 2021.

Responsible by : 
(Human Resource & Administration)

Agreed by : 
(Managing Director)

Agreed by : 
(President)

Guidelines No. G-HR-003-R0 (Sheet 1)

No.	Succession Matters	Notice items
1	Organization policy / Business responsibility and Job allocation in organization.	-
2	Mission / Plan and progressive status.	Need explanation, if there is any big change of planning and result in mid-term / long-term and also the annual plan.
3	Present status and also each project, plan / progress status of affiliated companies.	Same as above.
4	Contents and history of on-going project and about important business negotiation.	-
5	Dispute matters such as claim, lawsuits, Accounts Receivable Aging or bad debt, long-term inventory, and unresolved matters or matters need to pay particular notice.	1. Explanation for current status and prospects for countermeasures/ Data collection / Processing Based on the latest Financial statement. 2. Explanantion about parties who have high credit risk. 3. Explanation about concerned matters of product position limit and foreign exchange position limit.
6	Management system of compliance with Import & Export-related laws, regulations and document control status. Also progress of qualification acquisition which necessary for domestic trade.	-
7	Conduct inspection before succession date.	Refer to "Attached sheet-2" (If applicable).
8	Important documents and PIC.	Need to prepare for important document list and PIC name list.
9	Trend of business and competitor's information.	State as "verbally succeeded" if so.
10	Name of clients / related parties and association, contact information.	State as "verbally succeeded" if so.
11	Information of key persons in government, committee, union,etc. which need to be succeeded.	Explanation if there is matters need to be remarked for negotiation / contact.
12	Human Resources Matters.	State as "verbally succeeded" if so.
13	Latest Internal audit report.	-
14	Latest "BCP document" and "Emergency contact routines" (Call tree).	-
15	Authorization about safety matters (Safety officer) and qualification change, check safety law and regulation, Business inspection, Accident occurrence situation and preventive action status to aviod for reoccurrence.	Submit to Department of Labor Protection and Welfare.
16	Matters related Enviroment Management 1. Applicable Environmental law to be complied - Compliance system and compliance status - Necessary certificate acquisition status 2. Environment Management System (EMS) (related ISO14001) - Activity plan-Performance - Internal audit and audit report - Most recent Management review (AS/A company)	GM also have following duties - CO2 input record. Approval for ton-kilometer emission - Approval for Waste generation situation summary table

Remark :

Any matters which are not applicable for the position, need to skip the part according to actual condition and to state as "Non applicable".

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No.	Inspection item*	Inspection/Verification procedure	Confirmation Document
A	Cash	<ul style="list-style-type: none"> - Inspection of cash balance on the succession date for Cash. - Reconciliation, confirmation with the cash accounts book. 	<ul style="list-style-type: none"> - Cash account table by currency type. - Copy of cash account book (only the page which shows cash balance amount on the inspection date). - Cash / Asset overs and shorts instruction in
B	Bank deposits, Loans	<ul style="list-style-type: none"> - Obtain the bank balance certificate (most recent end of month). - Reconciliation, confirmation with the ledger. 	<ul style="list-style-type: none"> - Bank balance certificate. - Copy of ledger. - Balance adjustment list in case there is any discrepancy.
C	Account receivable on hand and Bills being collected	<ul style="list-style-type: none"> - Inspection of the balance. - Reconciliation, confirmation with the ledger. - Bank balance statement for bill receivables (most recent end of month). - Reconciliation, confirmation with the ledger and bank balance statement or bill collection book. 	<ul style="list-style-type: none"> - List of bill receivable on hand. - Copy of ledger. - Explanation of unmatched bill receivable in case there is any discrepancy. - Copy of ledger. - Bank balance statement or bill collection book (only the corresponding page).
D	<ul style="list-style-type: none"> - Trading Securities. - Securities deposited as guarantee. - Securities deposited from others. - Investment securities. - Investments in capital Other investment (including Golf membership etc.) 	<ul style="list-style-type: none"> - Inspection of the balance and stock certificate, etc. - Reconciliation, confirmation with ledger. - Confirm with receipt issued by bank etc. for anything preserved in other places. - In case other Dept. or Risk Management Dept. preserve, need to note "XXX Dept. preserve" in the list of securities. 	<ul style="list-style-type: none"> - List of Securities with balance amount (Explanation of reconciliation result). - Details of Stock certificate, List of securities deposit, Receipt etc.
E	<ul style="list-style-type: none"> Land / Building - Owned by company - Held for sale 	<ul style="list-style-type: none"> - Collation with the list of the lands and the title deeds. - Collation with the contract and deposit receipt for rent. 	<ul style="list-style-type: none"> - List of the lands. - List for each title deed (Explanation of collation result).
F	<ul style="list-style-type: none"> Contract of office / company house 	<ul style="list-style-type: none"> - Confirmation of contract existence. - Collation with the insurance. 	<ul style="list-style-type: none"> - Office rent contract , company house contract. - Security deposit confirmation.
G	<ul style="list-style-type: none"> Insurance of a fire, damage, compensation 	<ul style="list-style-type: none"> - Collation of insurance situation about above corresponding (A, B, C, D) 	<ul style="list-style-type: none"> - List of insurances (with Insurance type and price).
H	<ul style="list-style-type: none"> - Authorized cancellation signature Predecessor). - Registration signature (Successor). 	<ul style="list-style-type: none"> - Collation with document to certify cancellation and registration. 	<ul style="list-style-type: none"> - Certificate of signer cancellation. - Certificate of signer registration.
I	<ul style="list-style-type: none"> Company seal (if any). 	<ul style="list-style-type: none"> - Confirmation of actual company seal. - Confirmation of Registration. 	<ul style="list-style-type: none"> - Company seal (actual). - Seal registration book.

* Inspection item means items of predecessor's department / section belongs to.

Denjamar Tzetzku

Guidelines No. G-HR-003-R0 (Sheet 3)

No.	Predecessor	Report destination	Copy of Report destination*
A	Managing Director	Related Director	HR & Admin. Dept.
B	General Manager / Assistant General Manager	Managing Director	HR & Admin. Dept.
C	Division Manager	General Manager / Assistant General Manager	HR & Admin. Dept.
D	Branch Manager	General Manager / Assistant General Manager / Division Manager	HR & Admin. Dept.
E	Manager	General Manager / Assistant General Manager / Division Manager	N/A
F	Others	Management in upper position	Person assigned

*HR shall keep the copy of Completion report (Form-A) and Table of content (Form-B) after verification and approval signature of the Report destination in the document.

Denigma AHEW

No. :

Date: XX / XX /XX

Completion report

Attention: (Report Destination)

Department / Division

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Predec

About business succession (Completion report)

I report that business succession according to "**Management Business Succession**"
has been completed on xx/xx/xx

Predecessor.....(signature)
(.....)

Successor.....(signature)
(.....)

Report Destination.....(signature)
(.....)

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Name.....Position.....Sect./Dept.

No.	Matters to be stated in succession document	Data		Type of Data			Date Source3			Remarks
		Yes	No	Soft File	Hard Copy	Verbally	Filing cabinet	Central file, PC	other	
1	Organization policy/ Business responsibility and Job allocation in organization.									
2	Mission / Plan and progressive status.									
3	Present status and also each project, plan / progress status of affiliated companies.									
4	Contents and history of on-going project and about important business negotiation.									
5	Dispute matters such claim, lawsuits, Accounts Receivable Aging or bad debt, long-term inventory, and unresolved matters or matters need to pay particular notice.									
6	Management system of compliance with Export-related laws, regulations and document control status. Also progress of qualification which necessary for domestic trade.									
7	- Predecessor and Successor's Department - HRM Department (Human Resource Management Department)									
8	Important documents and PIC.									
9	Trend of business and competitor's information.									
10	Name of clients / related parties and association, contact information.									
11	Information of key persons in government, committee, union, etc. which need to be succeeded.									
12	Human Resources Matters.									
13	Latest Internal audit report.									
14	Latest "BCP document" and "Emergency contact routines" (Call tree).									
15	Progress in KAIZEN activity.									
16	Authorization about safety matters (Safety officer) and qualification change, Check safety law and regulation, Business inspection, Accident occurrence situation and preventive action status to avoid for reoccurrence.									
17	Matters related Environment Management.									
18	Others.									

(Note)

*Fill √ in column in above Report.

*In case √ in "No" need additional explanation in the Remarks column such as (N/A or verbally succeeded etc.)

*Any additional matters shall be stated in Others column.

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