



## CORPORATE GOVERNANCE PRINCIPLES

C.P. Group has become one of Asia's leading businesses through its focus on entrepreneurship, by anticipating the changing needs of countries and communities and through building our businesses with diligence and responsibility.

As C.P. Group has expanded across both industry and geographical boundaries, we have remained committed to the Three-Benefit Principle.

This is our guiding principle in defining the responsibilities of our Board of Directors: from leading the business to engaging our stakeholders, and from balancing the needs of minority shareholders to managing risk.

**1. Our strength lies in our ability to constantly evolve and adapt our businesses.**

The Group's focus on entrepreneurship allows us to recognize new opportunities, and to adapt our businesses to remain competitive in evolving markets.

**2. Our network of businesses creates synergies, which we maintain responsibly and in full compliance with all regulations.**

Our many interconnected businesses enable us to deliver higher quality and better service to our customers. Our corporate governance principles ensure that we pursue any synergy in full compliance with all relevant laws and regulations.

**3. We strive to ensure our entrepreneurial spirit is always balanced by responsible risk management.**

Our entrepreneurial mindset has enabled us to grow into the multinational business that we are today. However, our risk strategy ensures that our entrepreneurship flourishes strictly in line with the long-term interests of the Group and its stakeholders.

**4. Our Boards provide leadership, set strategic objectives, and make decisions to build real value for the Group and all its stakeholders.**

Each Board provides clear directions and defines sustainable processes to ensure we continue to grow as a robust and forward-looking business. Management is then empowered to implement this direction and measure success.

**5. Our Directors provide informed opinions and advice on critical issues to guide the Board. To execute their duties, they must be independent and steadfast.**

Each of our Directors delivers a unique contribution to the Board on which they serve. We expect all of our Directors to carry out their duties with independence and resolve.

**6. Up-to-date information and research is vital for our Boards to make sound business decisions.**

All C.P. Group Boards and Directors must actively educate themselves on all aspects of the Company, its industries and all relevant external developments so that they have the information they need to perform their duties.

**7. We compose our Boards carefully to ensure that they have the knowledge and experience to make informed decisions.**

We strive to ensure that the composition of our Boards is well-balanced. We identify a suitable size and structure for each business and we seek to fill those positions with Directors who have a diversity of experience and skills.

**8. We take a rigorous and transparent approach to evaluating and incentivizing performance at all levels.**

It is the responsibility of the Board to set, oversee and, for listed companies, disclose the remuneration framework. The Board must establish and enforce clear guidelines on Director and Management compensation, as well as benchmarks and performance assessments on individuals, committees and the Board as a whole. Listed companies are also advised to appoint external consultants to ensure transparency.

**9. We are committed to open, effective and ongoing communications with all of our stakeholders.**

Good corporate governance goes beyond regulatory compliance. It requires respectful management of the relationships between the Group and its stakeholders. Whenever appropriate, we engage in robust dialogue with these groups. Assessing our effectiveness in maintaining this dialogue is a key element in the way we measure our success.

**10. We are committed to the rights of minority shareholders.**

All our shareholders have the right to timely information about our business performance and the right to communicate with management. As a result, each Board must disclose clear and comprehensive financial reports and ensure that effective controls are in place to safeguard transparency and integrity in our reporting.

**11. Integrity and honesty lie at the heart of who we are.**

We expect our Boards, management and staff to maintain high ethical standards at all times. We require them to treat our suppliers, our customers and the environment with respect and dignity, and to perform the necessary due diligence to ensure that our partners do the same.