



Board of Directors Charter

Duties and Responsibilities of the Board of Directors

- (1) Perform the duty of responsibility and care, and duty of loyalty, and supervise the operation of the Company and its subsidiary in accordance with laws, objectives, Articles of Association, and resolution of the Board of Directors' Meeting, and resolution of the Shareholders' Meeting.
- (2) Have duty to supervise the Company and its subsidiary to comply with laws relating to the business operation of the Company and its subsidiary, and law relating to bribery prohibition or anti-corruption support.
- (3) Efficiently establish the Good Corporate Governance Policy in writing and apply such policy to ensure that the Company is fairly responsible for all groups of the related parties.
- (4) Determine vision, mission, policy of the business, and main goal of the Company and its subsidiary for sustainability, and consider approving the operating policy and direction proposed by the Management, and govern and control the Management to execute in accordance with the said vision, mission, policy, strategy, and financial goal. The goal for economic value addition to the shareholders shall be established by taking into account all related parties of the stakeholders.
- (5) Govern the preparation of the strategy, annual operating plan, and annual budget of the Company and its subsidiary to be consistent with the objectives and goals of the Company, and support the preparation or review of the objectives, goals and strategy of the business in intermediate period of 3- 5 years, support the appropriate and safe application of the innovation and technology, and govern the information technology.
- (6) Efficiently monitor and supervise the resource allocation, administration and management of the Management in accordance with the determined policies, work plans, and budgets.
- (7) Continuously monitor the operating results and financial position, and monitor and oversee the adequacy of the financial liquidity and solvency of the Company and its subsidiary in accordance with the relevant business plan and budget.
- (8) Prepare the financial statements of the Company and its subsidiary at the ending date of the accounting year to be proposed to the Shareholders' Meeting in the Annual General Meeting for consideration and approval.



- (9) Prepare the Annual Report of the Company and take responsibility on preparation and disclosure of the consolidated financial statements of the Company to show the financial position and operating results of the Company and its subsidiary in last year, and propose to the Shareholders' Meeting for consideration and approval.
- (10) Hold the Shareholders' Meeting to be the Annual General Meeting within four months from the ending date of the Company's accounting year.
- (11) Consider the qualified person without prohibited characteristics determined in Public Limited Companies Act B.E. 2535 (1992) (including amendment), Securities and Exchange Act B.E. 2535 (1992) (including amendment), and the relevant notifications, regulations, and/or rules for approving the appointment to assume the new director office in replacement of the former director in case of vacancy of the director office due to other reason other than retirement by rotation, or propose the shareholders to consider approving the appointment in case of retirement by rotation, and determination of the directors' remuneration to be proposed to the Shareholders' Meeting for approval consideration.
- (12) Consider, appoint, or alter the Sub-Committees, the Executive Committee, and the Audit Committee to assist and support the duty performance of the Board of Directors as appropriate, and consider determining remuneration for the members of the Sub-Committees (not exceeding total amount approved by the Shareholders' Meeting).
- (13) Consider, determine, and revise the name of the authorized directors who sign and bind with the Company.
- (14) Consider appointing the persons to hold the office as the director or executive of the subsidiary in the minimum number based on the shareholding proportion in the subsidiary, and determine the clear scope of authority and responsibilities of the appointed directors and executives, and determine the clear framework of authority in exercise of the voting discretion in the Board of Directors' Meeting of the subsidiary in the significant matter which must be firstly given consent by the Board of Directors for lawful management control in accordance with the Company's policy, entry into the transactions, disclosure of the complete and correct information of financial position, operating results, entry into related parties transaction, and acquisition or disposal of the significant assets.
- (15) The Board of Directors can authorize and/or entrust other person to perform specific works instead or sub-authorize within the scope of authorization granted by power of attorney and/or in accordance with the regulations, requirements, or orders as prescribed by the Board of Directors and/or the Company.



However, the authorization and responsibility of the Board of Directors shall not be in the manner of authorization or sub-authorization that the Board of Directors and/or the authorized person can consider and approve the transaction of which the Board of Directors or the person who may have conflict of interests/the related parties (as per definition prescribed in the Notification of the Securities and Exchange Commission, and/or the Notification of the Capital Supervisory Board, and/or the Stock Exchange of Thailand, and/or the relevant agencies) may have interest or may benefit in any manner or may have other conflict of interests with the Company or its subsidiary, except the approval of the transaction in accordance with the policies and rules considered and approved by the Shareholders' Meeting or the Board of Directors, or the approval of the transaction in accordance with the normal business and the normal trade condition as prescribed in the Notification of the Securities and Exchange Commission, and/or the Notification of the Capital Supervisory Board, and/or the Stock Exchange of Thailand, and/or the relevant agencies.

- (16) Consider determining the organizational structure and management structure.
- (17) Consider appointing the Secretary of the Company who possesses the necessary and appropriate knowledge and experience for the Board of Directors' operating support, and determine the scope of authority and responsibility of the Company Secretary.
- (18) Consider appointing the Chief Executive Officer and assess the performance and determine remuneration of the Chief Executive Officer.
- (19) Consider giving consent on selecting and nominating the auditor of the Company and its subsidiary, and consider determining the appropriate remuneration prior to proposing to the Shareholders' Meeting in the Annual General Meeting for consideration and approval.
- (20) Regularly establish the appropriate and efficient accounting system of the Company and its subsidiary, the reliable financial reporting and accounting verification, the adequate and effective internal control system and internal audit system, and the appropriate assessment process of the internal control system of the Company and its subsidiary.
- (21) Consider approving the Risk Management and Internal Control Policy which is appropriate and consistent with the objective, main goal, and strategy for companywide extension, and govern to establish the risk management process to appropriately reduce the business impact of the Company and its subsidiary, and monitor the performance.
- (22) Consider approving the entry into the related parties transaction among the Company, its subsidiary, and the related parties as prescribed in Securities and Exchange Act B.E. 2535 (1992) (including amendment), and set of the relevant regulations of the Stock Exchange



of Thailand and the Capital Supervisory Board, and consider approving the principle of the trade agreement with general trade condition in entering into transaction among the Company, its subsidiary, and directors, executives, or related parties, to determine the framework of the execution to authorize the Management to execute such transaction under framework and scope of the relevant laws and rules.

- (23) Govern and oversee the management and operations of the Company and its subsidiary in accordance with the Company's policies, securities law, and the relevant notifications, regulations and rules of the Capital Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, such as entry into the related parties transactions, and acquisition or disposal of the core assets to extent of no conflict or contradiction to other laws; and establish the adequate and appropriate Internal Control and Internal Audit System.
- (24) Consider approving the interim dividend payment to the shareholders upon deeming that the Company is profitable enough to do so, and report such dividend payment to the Shareholders' Meeting for acknowledgement in the next Shareholders' Meeting.
- (25) Supervise the Company to correctly, completely, appropriately and timely disseminate the appropriate information and disclose the information to the stakeholders, persons with conflict of interests, and related parties.
- (26) Request for professional opinion from the external organization if necessary to support the appropriate decision making.
- (27) Supervise the Company to have the clear complaint handling policy and guideline. In case of whistleblowing, it determines that the Company shall prepare, monitor and update the Complaint Handling and Whistleblower Policy to be consistent with the relevant rule and the changing situations in each period of time.
- (28) Appropriately supervise the Management of the Company to establish the work unit in charge of the investor relations work that performs the duty to communicate with each group of the shareholders and other stakeholders such as investors and analysts.
- (29) Verify the Charter of the Board of Directors at least once a year.