

CHARTER OF THE BOARD OF DIRECTOR

Purpose of the Board of Director

The Board as a representative all the shareholders and is responsible for governing the Company's. Consist of knowledgeable, proficient and experienced persons and operations in accordance with the provisions of the law, the Articles of Association, resolutions of the shareholders' meetings.

Composition of the Board of Director

1. The Board of Directors shall consist of at least 5 people.
2. There must be at least one-third independent board members but not less than 3 persons in the board.
3. The Board of Directors must consist of non-executive directors to perform duties and create balance between executive directors.

Term of office of the Board of Director

Term of directorship shall be in accordance with the Company's Articles of Association. At every annual general meeting of shareholders, one-third of the members of the Board of Directors shall retire by rotation. If the number of directors is not a multiple of three, the number nearest to one third shall retire from office. A retiring director may be nominated to the meeting for re-election.

Scope of duties and responsibilities of the Board of Director

1. The Board of Directors hold the duties & responsibilities in accordance with regulations stated in civil and commercial laws, including any regulations stated in listed companies.
2. The Board of Directors hold the duties & responsibilities in accordance with the Company's articles of association.
3. To monitor and regulate the Company's principal policies on operations, corporate finance, fund-raising, capital risk, benefit risk, and risk management.
4. To consider for the approval of investment amount and to monitor the Company's operations in pursuant to the plans.
5. Set strategy for the business goal and projection plan.
6. To operate under laws, objectives and articles of association of the Company, resolution from the Shareholders Meeting and Statements in the prospects of the Company.
7. Review policy corporate governance and provide for the administration of corporate governance principles.
8. Ensure avoidance of conflicts of interest amongst the Company's stakeholders.

9. Approval, assign an or several individuals as the Executive Director(s) to act on behalf of the Board of Directors.
10. Approval of company's annual and capital expenditures, budgets, budget costs, manufacturing, selling and administrative expenses for the year, sales of fixed assets between affiliates (market) value of more than 1 million Baht

Followings are exceptional issues that should be raised to and required for approval from the Shareholders Meeting. Moreover, no votes should be made by directors, who may have conflicts of interest with the company or its subsidiaries.

1. Legal issues that require resolution from the Shareholders Meeting
2. Issues regarding the Directors interests that require resolution from the Shareholders Meeting, according to regulations of the Stock Exchange of Thailand and laws.
3. Besides, followings are issues that require approvals from the Board of Directors Meeting and Shareholders Meeting with the votes of no less than $\frac{3}{4}$ or 75% of the total votes from total number of shareholders attended.
 - 3.1 The sales or transference of all or parts of the Company's business to outsiders
 - 3.2 The acquisition of other public or private companies
 - 3.3 The agreement, amendment or termination of contracts relating with the rental, a whole business or some significant parts of business of the Company; assigning outsiders to oversee and manage the business or the merger with purpose of sharing profits and losses
 - 3.4 Capitalization of the Company's debts by issuing new common shares for the creditors.
 - 3.5 Decrease of the company's registered capital by the amounts of shares or par value.
 - 3.6 Increase or decrease of the Company's registered Capital, bond or debenture issuance, merger or wind up of business.
 - 3.7 Any other law related issues.

Meeting of the Board of Director

1. Company appoints the board of directors meetings in advance and usually creates schedule for the whole year. Directors are, then, notified in advance so that they can allocate their time and be able to attain the meeting.
2. The frequency of board meeting depends on its roles and responsibilities as well as nature of company's business operations.
3. Chairman of the Board should consider together with managing director which topics to be put into the meeting agenda. However, each director can propose the topic freely.

4. In each meeting, the Company shall deliver supportive documents 7 business days prior to the meeting date, to provide sufficient time for the directors to study the affairs before the meeting.
5. Company has policy that allows Non-executive directors may convene a meeting as they see necessary, to discuss affairs regarding management without the executive attending the meeting.
6. During the directors meeting, all directors are free to openly discuss their ideas and the chairman shall collect these ideas and the resolution for each topic. For each resolution there must be 2 out of 3 from the total director which the company secretary shall prepare minutes of the meeting.

The Chairman's duties should at least cover the following matters

- (1) To oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the company's objectives.
- (2) To ensure that all directors support the company to have ethical culture and good corporate governance.
- (3) To discuss with the managing director in setting up the board meeting agenda and ensure that the important matters are included in the meeting agenda.
- (4) To allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. To encourage directors to exercise independent judgement in the best interest of the company.
- (5) To call the meeting and conduct the Board of Directors meeting according to the agenda completely.
- (6) To lead the Shareholders' Meeting according to agendas, Company regulations and the law by allocating suitable time and opportunities for shareholders to equally express their ideas as well as overseeing shareholders' questions are answered appropriately and transparently.
- (7) To perform supervision to ensure disclosure of information and transparent management in the case of conflict of interest.
- (8) To carry out duties in accordance with laws, particularly the Chairman's tasks.
- (9) To support and lead as role model for operations in accordance with good corporate governance and anti-corruption policy and business ethics.
- (10) To perform supervision to ensure the duties of the Board of Directors, the subcommittee, and each director of the Company are carried out with effectiveness and efficiency to meet the objectives as planned.
- (11) To enhance good relationships between executive directors and non-executive directors, and between the Board of Directors and the management team.