

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 but not more than 12 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.

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 5 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.

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