



Charters

Scope of authority and responsibility of the Board of Directors

1. To manage and ensure that the Company's business operation conforms to the laws, objectives, and the articles of association including the resolutions of the shareholders' meetings, with honesty and trustworthiness; and to provide utmost benefits to the Company;
2. To determine missions, visions, policies, objectives and business plans; to approve the Company's annual budget; to ensure that the management effectively and efficiently runs business in accordance with the Company's strategies and business plans; also to periodically review the Company's strategies and objectives in accordance with the changing circumstances;
3. To consider, review and approve business expansion plans or M&A plans proposed by the Executive Committee;
4. To ensure that the Company's financial and accounting report system, internal audit system and internal control systems are appropriate, adequate, accurate and reliable in order to make sure that the Company's information is accurately and transparently disclosed in accordance with relevant laws and regulations;
5. To prevent any transactions that may cause conflicts of interests among the Company's directors and management members as well as preventing any wrong doing; and to get rid of any conflicts of interests with careful, honest, reasonable and independent manners under the code of ethical principles.
6. To review and approve the Company's financial statement and the financial report, which are already audited and/or reviewed by the authorized auditor and approved by the Audit Committee;
7. To acknowledge the reports and monitor the performance of the managing director;
8. To review the good corporate governance policies in a regular basis;
9. To review and approve the financial statement and the financial report, which are already audited and/or reviewed by the authorized auditor and approved by the Audit Committee;
10. To appoint advisors to the directors and/or sub-committees to consider some particular matters;
11. To assign any individuals to operate the business of the Company under the Board of Directors' supervision; to authorize such individuals to perform some tasks to a certain degree and within a timeframe, as deemed appropriate by the Board of Directors; and the Board of Directors may cancel,



dismiss, or amend such power in case the Board of Directors empower the managing directors or other individuals to work on some tasks linked to the Company's core business.

12. To consider and approve any matters or transactions, which are significant to the Company or deemed as appropriate to maximize benefits to the Company, except for the following matters that require the approval from a shareholders meeting;

- (a) Any matters required by law that they need the approval from a shareholders meeting;
- (b) Any transactions that involve conflicts of interests among directors as specified by law or regulations of the Stock Exchange of Thailand, i.e., indicating that such transactions need approval from the shareholder meeting, e.g., acquisitions or disposals of significant assets as specified by the Stock Exchange of Thailand;

The following matters require the approval from the majority of the directors attending the Board of Director meeting and from three-fourths of the total eligible voters in a shareholders meeting:

- (a) Disposal or transfer of all or some significant businesses of the Company
- (b) Acquisition or receiving of transfer of businesses from other companies or private companies
- (c) Revision or termination of contracts linked to leasing of all or some of the Company's business; or arrangement of other parties to manage the Company's businesses; or the consolidation to the businesses of other parties for the purpose of profit and loss sharing;
- (d) Revision to or additions of details in the memorandum of association or Article of Association;
- (e) Capital increase; capital decrease; issuance of debentures;
- (f) Company merging or dissolution;
- (g) Any other matters, for which the law about securities and/or regulations of the Stock Exchange of Thailand require that they need approval from Board of Director meeting and shareholder meeting with the aforementioned amounts of votes;

Note that the aforementioned scope of power and responsibility of the Company's Board of Directors does not include the power that allows any directors or individuals authorized by the directors to be able to approve any transactions that they involve in conflicts of interests (as announced by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand and/or the Capital Market Supervisory Board) with the Company or the subsidiaries; except for the case that the approval of those particular transactions is made in accordance with the policy or principle that a shareholder meeting or a meeting of Board of Directors already considers approving;