The Board of Directors

Roles and Responsibilities of Board of Directors

The Board of Directors must be properly accountable for their duties and allocate sufficient time to discharge their duties effectively as well as have independence in making decisions under principles and guidelines of business judgment rule. In addition, the Board of Directors must recognize and uphold the interest of the organization including its stakeholders as well as undertake the fiduciary duties of overseeing the management of the Company and its subsidiaries (the Group) as follows:

1. Duty of Care, which requires a director to be diligent and prudent in managing the Group's affairs;
2. Duty of Loyalty, which dictates that a director must act in good faith and must not allow his/her personal interest to prevail over the interest of the Group;
3. Duty of Obedience, which requires a director to comply with the laws, the Groups objectives, and the Articles of Association of the Company, the resolutions of the Board of Directors and shareholders' meetings and the good corporate governance principles;
4. Duty of Disclosure, which requires a director to reveal the information that is accurate, adequate, transparent and timely;
5. Have a thorough understanding of roles and responsibilities of the Board of Directors, act as a coordinator between the shareholders and the management, formulate policies relating to business operations and direction as well as ensure good corporate governance and compliance with the policies.
6. Define objectives, goals, strategies, and key operational policies and provide key resources for achieving them as well as follow up, evaluate and monitor the performance report.
7. Consider and set the overall business direction and strategic goals of the Group, ensure that oversight mechanism over the Group's policies and operations is in place, and promote comprehensive and accurate understanding including the Climate Change.
8. Consider and approve the operation of the Group to in line with the Articles of Association of each company which include the following matters:
   (1) Financial Statements
   (2) Interim dividend payment
   (3) Change of organization chart in the group level and other significant changes in the organization
   (4) Acquisition, incorporation, disposal or suspension of significant assets or business of the Group

(5) Change of authorization from the Board of Directors to any persons

9. Ensure the establishment and performing of policies as following;
   (1) The establishment and communication of the good corporate governance principles and policy for sustainability development to the directors, senior Management, and employees, with regular review.
   (2) The establishment of the policy for handling material non-public information (MNPI) and preventing insider trading and the formation of the system for monitoring conflicts of interest and related party transactions as well as compliance with such policy.
   (3) The establishment of the policy and control mechanism relating to risk management with regular reviews and support Risk Management Committee in performing efficient and professional duties with independence from business units.
   (4) The establishment and communication of the policy and program for anti-bribery and corruption
10. Consider and approve the annual business plan and budget proposed by the management including consider and approve significant matters of the Group as stipulated by laws, the Company's Articles of Association and direction.
11. Ensure effective internal control and internal audit systems which are in compliance with applicable laws and standards.
12. Ensure the establishment of supporting system for the Board of Directors' full performance of their roles and responsibilities including access of necessary information as well as effective and sufficient reporting of information by the management.
13. Monitor the Group's financial liquidity and solvency and set a recovery plan in regards to financial difficulties.
14. Promote the innovation that creates value to the business together with benefits to customers or other stakeholders, society and environment, and ensure that the management allocates and manages the resources efficiently and effectively.
15. Ensure the establishment of a framework for the governance of enterprise information technology that is aligned with the Group's needs, stimulates business opportunities and performance, strengthens risk management, and supports the Group's objectives and key goals.
16. Ensure clear and transparent policies and procedures for selection and nomination of the directors, and determination of director remuneration, which requires a meeting of shareholders approval, conduct performance evaluation, support training and knowledge development to enhance the directors' understanding on their roles and responsibilities, nature of business and related laws including shareholders structure and relationship, and

regularly update and refresh the directors' skill and knowledge necessary to perform their duties.

17. Ensure a proper mechanism for the nomination and remuneration of the managing director including senior management, support training and development, conduct performance evaluation, establish succession plan and report on its implementation including oversight the human resources management and development programs in terms of appropriated manpower, knowledge, skill, experience and compensation.
18. Define clear roles and responsibilities of the managing director and the management and monitor their proper performance of duties.
19. Establish appropriate and necessary committees reporting to the Board of Directors to support the Board of Directors' performance of duties and ensure the conduct of evaluation, report and disclosure of those committees' performance. Including ensure effective human resources management and development programs in terms of manpower, knowledge, skill, experience and compensation.
20. Appoint a corporate secretary who possesses appropriate and necessary knowledge and experience to support the Board of Directors in fully performing their duties in compliance with laws and be ensured that the Group's business operations reflect the implementation of environmental and social responsibility standards.
21. Ensure the business operation reflect the implementation of environmental and social responsibility standard, moreover, defining, communication and fulfillment of the Group's responsibilities towards the stakeholders as well as adherence to the code of conduct, ethics of the directors, senior management and employees including the Code of Conduct.
22. Ensure proper, adequate, clear and transparent procedures of preparation and disclosure of important information, both financial and non-financial, to government agencies, shareholders, investors and general public, within a reasonable period of time and in compliance with applicable regulations, standards and practices as well as reflecting material corporate practices that supports sustainable value creation.
23. Arrange an annual general meeting of shareholders within four months from the end of the Company's fiscal year and ensure that operations on the day of the shareholders' meetings are smooth, transparent, efficient and facilitates so that shareholders can exercise their rights, ensure that shareholders participate in decision making on important matters. Also ensure that meeting resolutions are disclosed, and preparation of the minutes of shareholder meetings are prepared correctly and completely.
24. Ensure the establishment of function or appointment of person responsible for investor relations for effective, fair and timely communication with shareholders and other

stakeholders such as investors and analysts as well as promoting the effective information technology in disseminating information.

25. Ensure the Group's creation of a mechanism for handling complaints and whistleblowing.
26. Arrange for a summary report on directors of holding shares of the Company, to be presented to the Board of Directors meetings at least once a year.
27. Approve the reviewed quarterly financial statements and the audited financial statements which have been reviewed by the Audit Committee and propose to shareholders meeting.
28. Appoint an auditor and remuneration of auditors.
29. Approve the interim dividend payment, in compliance with the law, and report such payment to shareholders in the next meeting of shareholders.
30. Ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.
31. Arrange for an annual ordinary meeting of shareholders to be held within 4 months as from the date on which the accounting year of the Company ends and ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.
32. Review the Charter of the Board of Directors at least once a year.
33. Engage consultants or third parties in accordance with the Company's regulations to provide opinions or advice in case of necessity.
34. Manage and monitor conflicts of interest that might occur between the Group and stakeholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties. In case where directors have an interest in a transaction or changes in shareholding position in the Group, such director shall promptly notify the Company.
35. Give authority to the sub-committee from time to time.

    Authorization of powers, duties and responsibilities of the Board of Directors shall not be the authorization or sub-authorization that the Board of Directors or its authorized person can approve transaction with connected persons (pursuant to the definition under the notification of the Securities and Exchange Commission and notification of Capital Market Supervisory Board) or persons that may have conflict of interest or may receive any benefits or may have other conflict of interest with the Company or subsidiary saved for the approval of transaction in accordance with the policy and rule that approved by the shareholders' meeting and Board of Directors.

The Board Meetings

1. The Board of Directors shall meet regularly and at least once a month or the period determined by the Board of Directors, except with extreme circumstance, as the Chairman of the Board deems it appropriate that the meeting cannot be held. The dates of meetings and important agenda items must be scheduled and set in advance for each fiscal year. However, a special meeting may be called in case of necessity and urgency.

   The Board of Directors may determine to hold the meeting by electronic means, and it shall have the same effect as the physical meeting held, pursuant to a legally determined procedure, and in accordance with the laws, rules, regulations, announcements, requirements, or any other relevant criteria.
2. All directors have the duty to attend each of the Board of Directors meetings except when a director has other important and unavoidable business with reasonable grounds and necessity.
3. Not less than half of all directors must present at the meeting to constitute a quorum and a resolution of the meeting shall be approved by majority vote. In case of tied vote, the Chairman shall have the casting vote. In the case that the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duties, the directors who attend the meeting shall elect one of them to preside as the Chairman of the meeting.
4. The Chairman of the Board and the Managing Director have the duty to jointly consider matters to be included in the agenda of a Board of Directors meeting. However, other directors including independent directors will also have opportunities to review and may provide opinion (if any) on the agenda items before delivering a notification of the meeting to all directors. Matters to be proposed to the Board of Directors must be reviewed by the relevant committees reporting to the Board of Directors in advance, except any confidential or other agendas which are endorsed by the Managing Director to be directly submitted by the Chairman to the Board of Directors meeting.
5. The Corporate Secretary, appointed by the Board of Directors, has the duty to deliver a notification of the meeting and supporting documents, which contain all necessary and adequate information for the Board of Directors, at least three days before the meeting date, except in case of urgency circumstance and to protect the Company's interest.
6. If there is any particular agenda that director has any direct or indirect conflict of interest, the director must inform the Board of Director and must not participate or take part in decision-making or voting in such agenda. This information must be recorded in the resolution of such agenda.
7. The Board of Directors has the duty to encourage the non-executive directors to meet without presence of the executive directors as necessary or at least once a year, to discuss issues or

problems relating to the management and formulate guidelines for improvement or provide useful suggestions to the management. A summary of comments from the meeting will be reported to the Managing director for acknowledgement.