
Charter of the Executive Committee

1. Objective

The Board of Directors deems it appropriate to establish the Executive Committee Charter to ensure clarity regarding the roles, duties, and responsibilities of the Executive Committee towards the Company and its shareholders. This includes defining the scope of management authority to ensure that the Company's operations comply with the law, policies, and strategic plans set forth by the Board of Directors under the Principles of Good Corporate Governance.

2. Component

- The Executive Committee shall consist of directors (who are not independent directors) and/or executives, totaling no fewer than five (5) members. At least one (1) member must possess knowledge and expertise in accounting, finance, and risk management.
- The Board of Directors shall appoint one member of the Executive Committee to serve as the Chairman of the Executive Committee.
- The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board of Directors.
- The Chairman of the Executive Committee may concurrently serve as the Managing Director.

3. Qualifications

- Directors or Executives of the Company
- Executive Directors must be individuals possessing knowledge, capability, and experience beneficial to the company's business operations. They must possess broad vision and the ability to analyze and forecast future events comprehensively and reasonably. They must exhibit leadership, decisiveness, and knowledge regarding risk management methods. Furthermore, they must possess integrity and ethics, and be able to dedicate sufficient time, knowledge, and ability to perform their duties for the company to the fullest extent.
- Executive Directors must possess the qualifications and not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and any other relevant laws. Additionally, they must not have characteristics indicating a lack of suitability to be entrusted with managing a business with public shareholders, as prescribed by the Securities and Exchange Commission.

4. Appointment, Term of Office, and Vacation of Office

- The Board of Directors shall be responsible for considering and appointing the Executive Committee.
- In addition to retirement by rotation as mentioned above, an Executive Director shall vacate office upon:
 - Death;
 - Resignation;
 - Ceasing to be a Director or Executive of the company;
 - Lacking the required qualifications or possessing prohibited characteristics under the Public Limited Companies Act and/or the Securities and Exchange Act;
 - A resolution by the Board of Directors to remove them from office.
- Any Executive Director wishing to resign from office shall submit a resignation letter to the company. The resignation shall take effect from the date the resignation letter reaches the company or the effective date specified in the letter, whichever is later.
- In the event that a position on the Executive Committee becomes vacant, the Board of Directors shall appoint a person who possesses the required qualifications and does not have any prohibited characteristics under the law to replace the vacating member at the next Board of Directors meeting.

5. Scope of Duties and Responsibilities

The Executive Committee is empowered with the duty, authority, and responsibility to manage the Company's ordinary business operations and administrative affairs. This includes establishing policies, business plans, budgets, organizational structures, and various management authorities. The Committee also defines business criteria aligned with economic conditions for submission to the Board of Directors for approval and/or endorsement, as well as monitoring and tracking the Company's performance in accordance with the established policies. The key duties, authorities, and responsibilities are summarized as follows:

1. Define the vision, mission, policies, direction, and business strategies under the supervision of the Board of Directors, including conducting annual reviews and approvals.
2. Supervise and review business operation plans, financial plans, budgets, and other management tasks proposed by the management team to ensure compliance with good corporate governance principles.
3. Monitor and audit operations according to established business policies, strategies, and management guidelines, including the efficient allocation of various company resources as specified, and report operational results to the Board of Directors meetings.
4. Consider and determine regulations, bylaws, and management or business policies that have a binding effect on the company.

5. Provide advice and counsel, and define the scope of authority and duties of the Managing Director. This includes prohibiting the Managing Director or their authorized representative from approving any transactions between the Managing Director (or their representative) and persons who may have a conflict of interest, a stake in the matter, or other potential conflicts of interest with the company or its subsidiaries.
6. Study feasibility, provide counsel, and offer recommendations for participating in tenders or investing in new projects.
7. Hold the authority to approve the use of credit facilities at all banks or financial institutions where the company holds accounts, including approving the opening/closing of various accounts or requesting various forms of credit with any bank or financial institution.
8. Oversee the company's compliance with Good Corporate Governance policies in accordance with the guidelines and regulations of relevant agencies, such as the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), and promote the Board of Directors and management to fulfill their duties and responsibilities according to the company's corporate governance policy.
9. Supervise the management team to ensure regular monitoring, evaluation, and reporting of the company's performance.
10. Hold the authority to consider and act upon other matters that the Executive Committee deems appropriate and necessary to be implemented as company operational policy.
11. Prepare succession planning guidelines for the position of Managing Director to be proposed to the Nomination and Remuneration Committee for consideration, and subsequently presented to the Board of Directors for approval.
12. Perform other actions as assigned by the Board of Directors' policy.

6. Meetings and Voting

- Meetings of the Executive Committee shall be held at least once per quarter, or as deemed appropriate. The Executive Committee may invite the management team, relevant persons, individuals deemed appropriate, or appointed working groups to attend the meeting to provide information or opinions on related matters.
- A quorum for each meeting requires the attendance of at least one-half of the total number of Executive Directors currently in office.
- The Chairman of the Executive Committee shall serve as the Chairman of the meeting. In the event that the Chairman of the Executive Committee is not present at the meeting or is unable to perform their duties, the Executive Directors present shall elect one member among themselves to act as the Chairman of the meeting.
- Resolutions of the Executive Committee shall be passed by a majority vote. If any director objects to a resolution, such objection shall be recorded in the minutes of the meeting.
- In voting, each Executive Director shall have one (1) vote. However, any Executive Director who has a stake or a conflict of interest in any matter shall have no right to vote on that matter. In the event of a tie, the Chairman of the meeting shall have one additional vote as a casting vote.

7. Reporting

The Executive Committee is responsible for reporting its performance to the Board of Directors and disclosing its performance for the past year to shareholders in the Annual Report, with the following details to be disclosed:

- Number of meetings held.
- Attendance record of each individual Executive Director.
- Performance results in accordance with the prescribed Charter.

8. Performance Evaluation

The Executive Committee is responsible for conducting a self-assessment of its performance at least once a year. The purpose of this evaluation is to review operational performance, identify problems and obstacles, and utilize recommendations to further improve and develop the Committee's effectiveness.

9. Charter Review

The Executive Committee is responsible for reviewing this Charter on a regular basis, at least once a year or whenever significant changes occur. This is to ensure that the content of the Charter remains aligned with the Company's objectives and relevant regulations. Any proposed amendments to the Charter must be submitted to the Board of Directors for approval.