

Charter of Executive Directors Committee

1. Objective

The Company's Board of Directors assigns the Executive Directors Committee to supervise the operation of the Company and its subsidiaries to comply with the policy, strategy and business direction specified by the Company's Board of Directors in accordance with the law and the corporate governance. As a consequence, it identifies the Executive Directors Committee Charter to create clarity for the executive directors to understand the role, duty and responsibility for the Company and shareholders -- including the extent of authority regarding the management.

2. Element, Appointment and Qualification

2.1 Element of the Executive Director Committee Charter

- 1) The Company's Board of Directors considers the appointment of the Executive Directors - consisting of the Company's Board of Directors and/or executives - with the number according to the Board of Directors' consideration -- for it to be appropriate and to create the balance in managing assignment from the Company's Board of Directors, for optimum benefit of the Company.
- 2) The Executive directors Committee or the Company's Board of Directors will select one of the executive directors as the President of the Executive Directors, with the requirement that the President of the Executive Directors Committee is a different person from the President of the Company's Board of Directors.

2.2 Qualification

- 1) Members of the Executive Directors Committee are required to possess knowledge, capability and experience beneficial to the Company's business operation -- with honesty, ethics and adequate time for dedicating their knowledge and capability to perform the duty to the Company in full capacity.
- 2) Members of the Executive Directors Committee are required to possess no prohibited characteristics according to the law of public

company limited, the law regarding the securities and stock exchange as well as any other related laws.

3. Term of Office and Retirement

3.1 Term of Office

- 1) Executive Committee's term of office is according to the term of being the Company's Board of Directors or when retiring from the position of the Company's executives.
- 2) In case the position of Executive Committee is vacant with other reasons aside from the term of office, it is requested that the Company's Board of Directors considers the appointment of Executive Committee in place of the vacant positions within appropriate time period.

3.2 Vacating from the position

- 1) The Executive Committee can be terminated in the following circumstances:
 - Dead
 - Resignation
 - Retirement of the Company's Board of Directors or executives
 - Removal by the Board Resolution
- 2) Lack of qualifications to be the member of Executive Committee
- 3) Any member of the Executive Committee who wishes to resign should give notice to the Chairman of the Board.

4. Authority of the Executive Committee

The Executive Committee shall have the authority, recorded in writing, in accordance with the Charter of the Executive committee, which has been approved by the Board of Directors, as follows:

- 1) Conduct the business operations of the Company in accordance with the objectives, rules, policies, orders, regulations and resolutions of the Directors' Meeting and/or the resolutions of the Shareholders' Meetings of the Company.

- 2) Screen the proposals of the Executives and present policies, goals, strategies, business operations, investments, business expansions, and budgets to the Directors' Meeting for consideration and approval.
- 3) Consider and approve transactions which are normal business practices in accordance with the investment budgets or budgets approved by the Board of Directors. The financial amount for each transaction shall be in accordance with that specified in the authority limit table which has been approved by the Board of Directors, but not exceeding the annual budget approved by the Board of Directors. Contracts in relation to those transactions shall also be included.
- 4) Monitor the operating performance of the Company to comply with the policies of the Board of Directors and the specified goals and shall supervise the operations for best quality and effectiveness.
- 5) Consider and approve expenses for operations of the Company which are normal business practices in compliance with the budget approved by the Board of Directors under the authority approved by the Board of Directors of the Company.
- 6) Set up the structure of the organization, delegate the authority in organization management and review and adjust monthly incomes and bonuses of personnel from the Chief Executive Officer downward as well as consider and approve manpower.
- 7) Grant authority to any individual or individuals to carry out any operation under the supervision of the Board of Directors or may authorize such individual(s) as deemed appropriate by the Executive Committee within a time frame deemed appropriate by the Executive Committee, on the basis that such authorization may be cancelled, withdrawn, alternated or revised by the Board of Directors if deemed appropriate.

Nevertheless, the Executive Committee's authorization and responsibilities shall not be in the manner of authorization or sub delegation that allows the individual(s) authorized by the Executive Committee to approve transactions of the authorized, individuals with conflict or interest (as defined by the Notification of Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies), interested persons or those with any other conflict of interest against the Company or the subsidiary companies

and/or related companies. The Executive Committee shall have no authority to approve such operations. Such operations shall be presented to the Directors Meetings and/or the Shareholders' Meeting (as the case may be) for further approvals except for approvals on transactions which are normal business practices under normal business and commercial conditions in compliance with the Notifications of Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies.

- 8) Consider and approve the opening/closing of bank accounts and the use of services of related banks and shall assign authorized signatories for the bank accounts of the Company.
- 9) Conduct any other operations as periodically assigned by the Board of Directors.

5. Executive Committee Meeting

The Company has established criteria for the Executive Committee meeting as follows:

- 1) The Executive Committee will convene meetings as authorized by the Board of Directors and review matters to be submitted to Board of Directors for approval. The Chairman of the Executive Committee or the Secretary of the Executive Committee, assigned by the Chairman, will call the meetings.
- 2) Notice of the Executive Committee meeting must be sent to members at least 5 days in advance, except in urgent cases. The notice must include the date, time, place, and agenda of the meeting.
- 3) The Executive Committee meeting requires a quorum of at least half of its members. If the Chairman is absent or unable to perform duties, the attending members will elect one among them to preside over the meeting.
- 4) Resolutions of the Executive Committee meeting are passed by a majority vote. Each member has one vote. In the case of a tie, the Chairman of the meeting has an additional casting vote.
- 5) Executive Committee members with a special interest in any matter under consideration must abstain from voting on that matter.

6. Recording of the Minute

The Secretary of the Executive Committee or assignees perform the duty of recording the meeting minute.