

Board of Director Charter

Objectives

The Board of Directors has the duty and responsibility as the leader of the organization to supervise the organization to have good management, ethical, responsible for shareholders and other stakeholders to create value for sustainable business. It covers the development or reduction of environmental impacts and can be adjusted under various changes.

Duties and Responsibilities

1. To supervise the directors and executives to perform their duties in the best interests of the shareholders (fiduciary duty) by observing the following four main practices:
 - 1.1 Performing its duties with responsibility and all due circumspection and caution (duty of care).
 - 1.2 Performing its duties with faithfulness and honesty (duty of loyalty).
 - 1.3 Performing its duties in compliance with laws, objectives, the Company's Articles of Association, the resolutions of the Board of Directors and resolutions of Shareholders' Meetings (duty of obedience).
 - 1.4 Disclosing information to shareholders accurately, completely, and transparently with verifiability and timeliness. (duty of disclosure)
2. To determine the vision, mission, objectives and target of the Company and review them every year and communication across the organization to drive the same direction.
3. To supervise and support the innovation of social and environmental responsibility including ensure that the management adheres to the Company's mission "To provide innovative, clean and energy-efficient solutions for a better tomorrow" in operation.
4. To consider and approve the main plan for setting the policy, strategies & annual business plan, the budget of the Company. To ensure that it is in line with the Company's objectives and targets with suitable allocation of resources and the use of technology innovation.
5. To monitor and supervise the management to implement the Company's strategy and follow up on operation results performed and report to the Board of Directors annually to ensure that operations are in line with policies, plan and the budget.

6. To consider and approve the policy on corporate governance, Code of Conduct, the anti-corruption policy has been written in a way that is appropriate to the operation of all levels of employees and promotes awareness by communication and follow-up.
7. To supervise and monitoring IT management, risks and the implementation of the IT security system.
8. To supervise having good internal control system that suitable and assigned the Audit Committee to monitor the internal control regularly. Assess the effectiveness and adequacy of internal control over time and reports to the Board of Directors. To communicate and encourage employees at all levels to have a sense of ethics, moral and ethical conduct on corporate governance and anti-corruption policy.
9. To specifying risk management policies, process, report and overseeing to ensure effective risk management systems together with reviewing and assessing the systems periodically and in the wake of a change in risk levels and cover all risks.
10. To Supervise the Company having a sufficient system to ensure that the Company complies with the Securities and Exchange Act and other securities and exchange laws e.g. SEC rules and regulations and the SET regulations. This includes any law governing the Company's business such as: regulations concerning the entry into connected transactions and regulations concerning the substantial acquisition of assets It also complies with the laws relating to the business of the Company, the Articles of Association, resolutions of the shareholders' meeting, policies or guidelines.
11. The Board should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.
12. Monitoring and managing any potential conflicts of interest between the Company, the Management, the Board of Directors, or shareholders as well as overseeing to prevent misuse of the Company's assets and involve with into inappropriate transactions with related parties according to laws and other regulations.
13. To arrange for the preparation and submission of the audited balance sheet and profit/loss statement at the end of each accounting period to the shareholders' meeting for its consideration and approval.
14. To monitor the adequacy and timeliness of the Company's disclosure of information. Information technology is used to disseminate information. It also regulates the management to have a unit or an investor relations officer to communicate with shareholders and other stakeholders, such as investors, analysts, to be equally appropriate.

15. To authorize any other person to perform any action on behalf of the Board of Directors under its supervision, or to grant the power-of-attorney to such a person to perform any action as the Board may think fit. The Board of Directors has the sole discretion to revoke or modify the power-of-attorney as they may think fit.

For this purpose, no authorization will enable a grantee under power-of-attorney to consider and approve a transaction which may cause a conflict of interest between himself, any related person or interested person as one party and the Company as the other party, unless it is granted following approved policies and criteria previously set out by the Board of Directors.

Responsibilities of the Chairman of the Board

1. To be the leader to oversee, monitor, and ensure that the operations are performed by the Board of Directors, executive committee and sub-committee to ensure the objective and plan achievement.
2. To ensure that all directors contribute to the Company's ethical culture and good corporate governance.
3. To consider the agenda of the Board of Directors, and may discuss with the Executive Chairman and supervise the important matters to be included in the agenda.
4. To act as the Chairman of the Board of Directors' meeting and the Shareholders' meeting, allocate sufficient time to carefully consider key issues and encourage directors to exercise discretion, comment freely.
5. To have a casting vote in case the Board of Directors' meeting has a tie vote
6. To promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the Board and management.
7. Perform the Chairman's duty as specified by law.

Meetings

- Attendance and Frequency of Meetings

The Company requires a general board meeting to be held at least four times a year or on a quarterly basis. Board meeting attendance should not less than 90% per year. The Board may convene an extraordinary meeting if deemed appropriate. General meetings must be tentatively set in advance with the Board's approval. The Company generally sends the notice of meeting to all directors at least 7 days prior, not less than 5 days, to the meeting date. However, shorter notice is allowed in case of an emergency. The minutes of each meeting must be endorsed and kept as evidence at the Company's office.

- The Quorum

The Board of Directors has considered additional policy concerning the quorum for voting at a Board of Directors meeting. The Board requires the quorum be no less than two thirds of the total number of directors. This includes cases when a director is not able to attend the meeting in person. Although a conference call is allowed to constitute the quorum, the meeting quorum is still required to comply with the Company's Articles of Association which state that at the meeting of the Board of Directors, there shall be not less than one half of the total number of directors attending the meeting to constitute the quorum.

Performance Evaluations

Implement the annual performance evaluations and report the results to the Board of Directors, including individual evaluations.

The Board of Directors' Authorization

The Board of Directors is empowered to authorize various matters in accordance with the scope of authority stipulated by law, the Company's Articles of Association and the shareholders' meeting resolutions. Such matters include defining and reviewing corporate vision, operating strategies, operating plans, risk management policy, annual budget, business plans and medium-term business plan. Added to this, is the defining of the target operating results, following up and assessing the operating results to ensure that they are consistent with the plan and overseeing capital expenditure, merger and acquisition, corporate spin-off and joint venture deals.

Appointment of Directors

After consideration and selection of a qualified candidate, the Board of Directors will nominate the person to the shareholders' meeting for approval based on the Article of Association of the Company. Appointment of director is made through a majority vote at a shareholders meeting. One share counts as one vote and each shareholder shall exercise all available votes to appoint the nominated person or persons to be director on a person-by-person or bloc basis. Voters cannot divide votes. The nominees obtaining the most votes in descending order shall be elected as directors equal to the number of required positions. In the event that nominees receiving votes in respective order have an equal number votes and the number of nominees exceed the number of required positions, the chairman of the meeting shall have a casting vote.



Term of Appointment

At the annual general meeting of shareholders, one-third or close to one-third of the directors must vacate their office. A director who vacates his/her office by rotation is eligible for re-election. The meeting of shareholders may pass a resolution to remove any director prior to retirement by rotation through a vote of no less than three-fourths (3/4) of the number of shareholders attending who have the right to vote and hold shares in aggregate of no less than half of the shares held by voting shareholders at the meeting. Shareholders may limit the number of terms which an individual may serve as an independent director to a maximum of three consecutive terms or 9 years.