

## Roles, Duties and Responsibilities of the Board of Directors

In order for the Company to gain strength where good corporate governance is concerned and to ensure utmost efficiency of and benefit to the Company, the Board of Directors is responsible for proactive roles and duties, as well as the determination of direction and supervision as follows:

- (1) Discharge their duties and supervise the operation of the Company to ensure strict compliance with laws, objectives, articles of association, and resolutions of the Annual General Meeting while adhering to the “Code of Best Practice for Directors of Listed Company” principles as issued by the Stock Exchange of Thailand.
- (2) Dedicate time to and recognize the significance of the visions, missions, directions, and strategies of the Company by jointly and openly sharing opinions, as well as seeking information beneficial to the determination of the direction which the Company should take.
- (3) Review and approve key strategies and policies, as well as the financial objectives and operational plans of the Company. The Board of Directors is also to supervise and monitor the management, on an annual basis, to encourage compliance with the established operational plans in accordance with the direction and the strategies of the organization. This is to ensure that the management is capable of efficiently delivering results from the established visions, directions, and strategies.
- (4) Establish a corporate governance and business code of conduct policy which provides for preferred practices of Directors, Executives and all Employees including Contract Staff. This policy should focus on the awareness of responsibility to one’s duties. Complete understanding and strict observance of this policy must be required alongside the Company’s articles of association in order to ensure fairness to all stakeholders.
- (5) Determine the power to approve matters outside the scope of the designated authorities assigned to the President & Chief Executive Officer, as specified in the Company’s Articles of Association. Such matters comprise the approval of budgets, investments, and project operations of the Company and its subsidiaries. They also include entering into important agreements and appointing new Directors to replace those resigning during the year and to serve on Sub-Committees. The Board of Directors is also to determine the authorized Directors, set the date for the Annual General Meeting of Shareholders and declare the interim dividend payment.
- (6) Implement a credible accounting system, financial reporting and audit. Provide for a procedure with which the suitability of internal control and audit systems can be efficiently evaluated.
- (7) Review possible major risks and establish a comprehensive risk management guideline. Ensure that the Executives have the efficient risk management systems or procedures, seek potential business opportunities arising from such risks and implement sufficient and efficient internal controls.

- (8) Manage and resolve potential Conflicts of Interests and Related Transactions by reviewing significant transactions in order to ensure utmost benefit to the shareholders and stakeholders.
- (9) Arrange for appropriate channels of communication with each group of shareholders. Supervise disclosure of information in order to ensure correctness, coherence, transparency and credibility of the highest standards.
- (10) Regularly evaluate one's own performance and discharge of duties, as well as those of the Chief Executive Officer.
- (11) Arrange for an appropriate system or mechanism for the determination of compensation for the Executives of the Company which corresponds with their performance in order to create short-term and long-term motivation.
- (12) Lead and be the role model of a performing and ethical individual in accordance with the Company's corporate governance policy.
- (13) Arrange for the evaluation of compliance with the good corporate governance and business code of conduct policy of the Company at least once a year.
- (14) Provide a fair and transparent nomination system for individuals to assume Key Executive positions. The positions of top-level Executives, from Executive Vice President to Managing Director, will be appointed by a majority vote of the Board of Directors.
- (15) Notify the Company of the connected transactions of oneself and affiliated entities in the management of the Company or a Subsidiary.
- (16) All Directors are required to attend every Board of Directors meeting and Annual General Meeting. In the event where they are otherwise engaged, Directors must report that to the Chairman of the Board of Directors.
- (17) Directors must value the conduct of business which is responsible to the society and environment, and which contributes to the sustainability of Thailand. This is first done by improving the quality of life of people in communities surrounding our own plants in order that communities and plants may co-exist in the most sustainable manner possible.
- (18) Support the Company to implement any form of the Anti-corruption / Anti-bribery activities to ensure sustainable and growth development.