



Powers and Duties of the Board of Directors

The Board of Directors is responsible for overseeing and governing the Company to operate in compliance with laws, objectives, the Articles of Association, and resolutions of shareholders' meeting, and acts in accordance with criteria and regulations of the SET and SEC, with honesty and due attention to the best interests of the Company and its shareholders.

In line with good governance principles, the Board of Directors shall have the authority and responsibility to approve the following matters.

1. The quarterly business performance and financial statements of the Company in comparison to the forecast, budget, and the consideration of future trends of the year.
2. Related party transactions among the Company, its subsidiaries, associates, and related companies or individuals so that they do not violate the regulations of the SET and SEC.
3. Any transactions that would materially affect the Company's capital structure, financial position, business operation, strategy, or reputation.
4. Payment of interim dividends.
5. Employment of the President and senior executives.
6. Determination and change of the approval authority of the Company.
7. Acquisitions and disposals of businesses and assets including investment in joint ventures that have a transaction value which requires the board's approval according to SET announcements. These transactions shall not violate any rules of the SET relating to the acquisition and disposal of assets or connected transactions.
8. Contracts that are not related to the ordinary course of business or contracts that are significant in value and material to the Company's business.
9. Changes of policy and operations that have a material impact on accounting, risk management, and internal audit.
10. The appointment and determination of authority of the sub-committees.
11. The proposal, appointment, and termination of the Company's directors and secretary.
12. Any other actions in accordance with laws, objectives, Articles of Association, and resolutions of shareholders' meetings.

The Board of Directors may authorize directors or the committee to perform any acts on their behalf, except the following subjects, which can be done only upon approval via shareholders' meeting.

- 1) Matters on which the law requires approval via shareholders' meeting.
- 2) Transactions in which directors have an interest and for which the law or regulations of the SET require a resolution via shareholders' meeting. Directors with vested interests in the matter, or who have a conflict of interest with the Company or its affiliated companies, shall be excused from voting.

The following cases must be approved by the Board of Directors and the shareholders' meeting with a vote of not less than 3/4 of the total votes of the shareholders in attendance who are entitled to vote:

- 1) Any sale or transfer of the entire or a significant part of the Company's business.
- 2) Any purchase or takeover of other firms by the Company.
- 3) Any making, amendment or termination of contracts with respect to the granting of a lease of the whole or a significant part of the business of the Company, the assignment of the management of the business of the Company to any other person, or the

amalgamation of the business with other persons with the purpose of profit and loss sharing.

- 4) Amendments to the Article of Association and the Memorandum of Association.
- 5) The increase and decrease of capital, the issuance of debentures and the amalgamation or dissolution of the Company.