



Charter of the Board of Directors

Chememan Public Company Limited

Objectives

As the representatives of the shareholders, the Board of Directors has the roles and responsibilities in overseeing that the company's business conduct is in accordance with the principles of good corporate governance, in order to maximize the benefit of the company and the long-term benefit of the shareholders. The Board of Directors' Meeting No. 5/2017, held on 20 July 2017, had set the Charter of the Board of Directors, and the Board of Directors' Meeting No. 8/2018, held on 14 December 2018, had reviewed and revised the Charter of the Board of Directors as follows:

Structure of the Board of Directors

1. The Board of Directors shall consist of not less than 5 directors and not more than 12 directors.
2. There shall be no less than 3 independent directors and at least one-third of the directors are independent directors.
3. The Board of Directors shall elect the Chairman of the Board from members of the Board.
4. The Company Secretary has the duty of being the secretary to the Board of Directors, except as assigned otherwise.

Appointment and Term of Office

1. The Meeting of Shareholders or Board of Directors shall appoint the directors.
2. The director shall hold office on a three-years term and the retiring director shall be eligible for re-election
3. At every annual general meeting of shareholders, at least one-third of the directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.
4. The directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the directors who has held office longest shall retire.
5. Director who wish to resign shall present the resignation letter to the chairman of the Board not less than 30 days in advance.

6. In case of vacancy in the Board of Directors for reasons other than the expiration of the directors' term of office, the Board of Directors shall elect a person who has the qualifications and who possesses no prohibited characteristics according to the law as the substitute director at the next meeting of the Board of Directors. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces.

Qualifications of independent directors

Qualifications of independent directors are as follows:

1. Cannot own more than one percent of total voting rights in the Company, parent company, subsidiaries, joint ventures, major shareholders, or any controlling parties of the Company, including any shares held by anyone related to the independent director.
2. Not currently be or previously been the Company's executive director, worker, employee, salaried consultants, or controlling parties of the Company, parent company, subsidiary, and affiliate, or major shareholder of the Company, unless it has been at least two years after the person held that position.
3. Not blood related or legally a father, mother, spouse, sibling, child, spouse of child of another director, management, major shareholder, any controlling party or anyone that will be nominated as a director, management or controlling party of Company or its subsidiaries.
4. Not currently or previously related to business of the Company, parent company, subsidiaries, joint ventures, major shareholders, or any controlling party of the Company, in a way that such relation may interfere with the person's having independent judgement; including not a nominee, or a person having control over anyone with business relations with the Company, parent company, subsidiary, affiliate, major shareholder or controlling party; unless it has been two years after the person held the position before being elected as independent director.
5. Not currently or previously the auditor of the Company, parent company, subsidiary, affiliate, major shareholder, controlling party of the Company; and not a nominee or controlling party or partners of the audit firm where the auditor of the Company, parent company, subsidiary, affiliate, major shareholder or controlling party of the Company works for; unless it has been two years after the person held the position before being elected as independent director.
6. Not currently or previously a professional advisor in any field, including legal consulting or financial advisor that received service fee more than 2,000,000 Baht per year from the



Company, parent company, subsidiary, affiliate, major shareholder or controlling party of the Company; and not a nominee, controlling party or partner of service provider in that profession, unless it has been two years after the person held the position before being elected as independent director.

7. Not a director appointed to represent the Company' s director, major shareholders or shareholder related to major shareholders.
8. Not operating any business of the same nature that implicitly competes with the Company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature that implicitly compete with the Company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the Company's operation.

Roles and Responsibilities

1. Perform responsibilities in compliance with fiduciary duties, law, objectives, the articles of association of the Company and the resolutions of the shareholders' meeting.
2. Appoint or change directors who can sign to bind the Company.
3. Appoint and set the role of the sub-committee, as appropriate and necessary, to support the Board of Directors to perform its duties.
4. Set the vision and mission, policies, strategies, and direction of the Company; and oversee that management implements the approved policies and plans efficiently and effectively.
5. Set business plans, annual budget; oversee management, review operation performance by quarter compared to business plan and budget, and future trend of the business.
6. Evaluate the performance of the chief executive officer, and the overall performance of management.
7. Set guideline and policy for determining the salary, salary increase, bonus, other compensations and rewards for employees of the Company.

8. Ensure that management arranges for proper books of accounts, financial reports, a reliable auditor, that adequate and suitable risk management system and internal control system are in place.
9. Approve acquisition or disposal of assets, investments in new projects and any business in compliance with applicable law, rules and regulations.
10. Review or give opinion on connected transactions of the Company or its subsidiaries and/or connected transactions that the Company or its subsidiaries are to undertake (in case that size of such transaction does not need approval from the shareholders' meeting) and ensure that such transactions are in compliance with the law, announcements and related rules and regulations.
11. Oversee conflicts of interest between a stakeholder and the Company that may arise.
12. Oversee the Company with business ethics, and review the Company's corporate governance policy.
13. Prepare 'Report on the Board of Directors Responsibilities on the Financial Report', to be presented in the Company's annual report together with the Auditor's Report. Such report should cover important topics according to the Stock Exchange of Thailand Code of Best Practices for Directors of Listed Companies.
14. Delegate one or more directors, or anyone to act on behalf of the Board of Directors, where such assignment must not enable the assigned director or person to have authority to approve transactions which are conflicts of interest of the Company or its subsidiaries.
15. Consider approving interim payments to shareholders, and report such payment in the next shareholders' meeting.
16. Appoint a company secretary to support the Board of Directors to perform its duties in accordance with applicable law, rules and regulations.

Meetings of the Board of Directors

1. There shall be at least one meeting of the Board of Directors per quarter.
2. Not less than half the number of directors must be present at the meeting to constitute a quorum.



3. The directors must attend all the Board of Directors' Meetings and the Shareholders' Meetings except in cases of necessity.

4. Decision in the meeting shall be made by a simple majority vote. Each director is entitled to one vote. In case of tie vote, the Chairman shall have a casting vote.

5. A director, who may have conflict of interest in any matter, shall have no right to vote on such matter.

6. The meeting's invitation letter shall be delivered to the directors not less than 7 days prior to the meeting, except in case of necessity or urgency.

Assessment

The Board of Directors shall conduct self-assessment of its own performance annually. The result of the assessment shall be added to the opinion of the Board of Directors to the shareholders in considering and appointing directors to replace the directors retiring by rotation.

Charter's Review and Update

The Board of Directors shall review the charter annually and propose the amendment as appropriate.

This charter shall be effective from 14 December 2018 onwards (to replace the prior charter which was effective since 21 July 2017).