



## Charter of the Executive Committee

### 1. Objective

The Executive Committee has been established by the Board of Directors to carry out the duties of managing the Company's business to achieve objectives and goals, as well as implementing policies provided by the Board of Directors.

### 2. Component and qualifications

- 2.1 The Board of Directors are responsible for considering and appointing the Executive Committee, which consists of at least three people, including a Managing Director and at least two other directors who are not independent directors, with one director being appointed as the Chair of the Executive Committee.
- 2.2 The Executive Committee is responsible for considering and appointing a suitable person to assume the duty of Secretary to the Executive Committee.

### 3. Office Term

- 3.1 Executive Directors have an office term of three years per term.
- 3.2 Executive Directors who retire by rotation may be re-appointed.
- 3.3 In the event that an Executive Director position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a fully qualified person to be an Executive Director in order to complete the number of Executive Board members. In this regard, the person who becomes a replacement executive director can only hold office for the remaining term of the executive director he/she replaces.
- 3.4 An Executive Director retires from the position upon the termination of the Company's directorship.

### 4. Duties and responsibilities

- 4.1 Determine the structure and authority of the Company's management to be proposed to the Board of Directors for approval.
- 4.2 Determine vision, directions, goals, policies and strategies of the Company's business operations as well as preparing business plans and annual budgets to propose to the Board of Directors for consideration and approval.
- 4.3 Manage the business of the Company to achieve the objectives and goals of the organization and operate according to the policies, rules and regulations of the Company and comply with the resolutions of the Board of Directors and/or the resolutions of the shareholders' meetings.
- 4.4 Monitor and supervise the operations of various departments of the Company.
- 4.5 May appoint a working group to screen the work presented to the Executive Committee or to carry out any work that is beneficial to the performance of the Executive Committee.



- 4.6 May sub-authorize or assign other persons to perform specific tasks on behalf of the Executive Committee.
- 4.7 Consider approving the hiring, wage determination, appointment or transfer of executive level employees. However, this does not include any transactions that may have conflicts of interest which must be proposed to the Board of Directors' meeting for approval.
- 4.8 Consider or take any other action as assigned by the Board of Directors.

## **5. Meetings and Reports**

- 5.1 The secretary of the Executive Committee prepares a letter of the Executive Committee meeting clearly specifying the date, time, place and agenda of the meeting and delivers the meeting documents to the Executive Committee in advance.
- 5.2 The Executive Committee shall hold a meeting as it deems appropriate at least once a month.
- 5.3 In a meeting of the Executive Committee, at least half of the Executive Directors must be present to constitute a quorum.
- 5.4 The resolution of the Executive Committee's meeting will be based on the majority votes of the Executive Directors attending this meeting. Executive Directors who have interests in any matter shall not participate in the consideration or resolution on that matter.
- 5.5 The Executive Committee shall report its performance to the Board of Directors at the Board of Directors' meeting.