SANKO DIECASTING (THAILAND) PLC.

CHARTER

BOARD OF DIRECTORS

WWW.SANKOTHAI.NET

Agenda

1. Objective

To ensure that the operations of Sanko Diecasting (Thailand) Public Company Limited (hereinafter referred to as the "Company") are conducted in accordance with the principles of good corporate governance, the Company has established the Charter of the Board of Directors as a framework to guide the performance of the duties of the Board of Directors. The Board of Directors plays a significant role in creating value for the Company and its various stakeholders. In general, the Board of Directors delegates operational responsibilities to the management. Therefore, the primary duties of the Board of Directors are to determine the Company's policies and strategic direction, as well as its corporate governance policies.

2. Structure and qualifications of the Board of Directors

The Company's Board of Directors shall be elected or removed by the shareholders' meeting and shall consist of at least five (5) directors, but not more than fifteen (15) directors, and at least three (3) directors shall be the independent directors and all directors shall have residence in the Kingdom. All of the Company's directors shall have the qualifications as prescribed by laws. As follows:

1. Must be a natural person.
2. Does not have to the shareholder of the Company
3. Must be at the age of majority
4. Must not be bankrupt or an incompetent person
5. Never been imprisoned or sentenced to imprisonment on crimes relating to corruption
6. Never been dismissed or discharged from governmental organization or any companies due to corruption.

3. Scope of authorities of the Board of Directors

Significant duties and responsibilities of the Board of Directors as concluded in the 2nd Shareholders Meeting on 15th December 2009;

1. To manage the Company in compliance with laws, objectives, Article of Association, the legalized resolutions passed at shareholders' meeting with honesty, carefulness and protection of the interests of the Company.

2. To appoint the management of the Company from some of directors and / or its executives to take any action as assigned by the Board of Directors and appoint other committee as it determines appropriate

3. To determine the Company’s target, policy, business plan and budget, as well as supervise and monitor the management to ensure that they conform the Company’s policy.

4. To review and approve policy, direction, strategic, business plan and large investment projects of the company that proposed by management.

5. To monitor the Company's operating performance to ensure ongoing compliance with the plans and budget

6. To consider and approve the significant matters relating to the company or any appropriate operations for the best interest of the Company

An exception for the following matters will be made when approved by the shareholders' meeting. In addition, directors cannot approve any transactions that he/she has interests or conflict of interests of any nature with the Company or its subsidiaries.

(A) Subject to laws must be resolved by the shareholders meeting.

(B) The transactions, which directors have interests or conflict of interests under laws or the requirements of the Stock Exchange of Thailand, have required an approval of the shareholders' meeting.

The following matters must be approved by the Board of Directors by majority vote of the directors attending the meeting and the shareholders' meeting by vote of not less than 3 in 4 of the total votes and entitled to vote.

(A) To sell or transfer entire of the business or a significant part to other parties

(B) To acquire or transfer other companies or private company

(C) To change or terminate some or whole of leasing contracts of the Company and assign person to manage the business of the Company or merge with another party with the purpose of sharing profit together.

(D) Any changes in memorandum of association or article of association.

(E) Capital increase or reduce, bond issuing, merger and acquisition or liquidate the company

(F) Any other matters must be approved by the Board of Directors and the Shareholders’ Meeting under the securities laws and / or the requirements of the Stock Exchange of Thailand.

4. Responsibilities of the Board of Directors

The Board of Directors has a significant role in managing the corporation for the utmost benefits of the Company. The Board of Directors is accountable of their duties to the shareholders and is independent from the management.

The Board of Directors has the leadership, visions and acts independently for the utmost benefits of the Company and the shareholders overall. Therefore, there are various responsibilities distributed clearly between the Board of Directors and the management. This means that the Company has a system to ensure the smooth operation of all Company's activities proceeding correctly, abiding by the law and strictly following the codes of ethics.

The Board of Directors consists of Directors with different characteristics both in skills and experience, specific abilities which are beneficial to the Company including the time and effort they dedicate to performing their tasks resulting in a strong group of the Board of Directors.

The selection process for choosing the Board of Directors to be appointed by the shareholder is carried out transparently with no outside influence from the shareholders who are in management and is reassuring for outside parties.

In order for the performance of the Board of Directors to be the most efficient and effective, the Board of Directors has appointed the Audit Committee to support the Board of Directors in overseeing the accuracy of the financial reports, the efficiency of the internal control system and the ability to follow the laws, regulations and all of the codes of ethics, encouraging the good corporate governance.

All Board of Directors deeply understand the responsibilities and the characteristics of the Company's business and are ready to voice their opinion independently and improve themselves at all times. The Board of Directors performs their duties honestly and cautiously by taking the Company's benefits as the primary goal and with fairness to all shareholders by providing them with complete and accurate information.

5. Chairman of the Board's responsibilities

1. Responsible for following up and oversee the operation and performance of the Board of Directors effectively and efficiently according to the established goals and regulations of the Company.
2. Ensure the participation of all Directors, including setting a good example both professionally and ethically. Perform the duties under good governance to promote great organizational culture.
3. Organize the meetings with the CEO and the Independent Directors and ensure that various issues relating to the Company had been prioritized appropriately.

4. Organize the meetings with the Board of Directors, oversee the preparation for both invites and agendas related to the meetings so that the Directors can receive the information fully and on time, prior to the meeting.

5. Act as the Chairman of the Board and Chairman of the Shareholders Meetings, as well as guiding the meetings to proceed as regulated and under the agendas given.

6. Allocating sufficient time for the Board of Directors and the management to give the presentation fully, including allowing the Directors to explain the issues concerned in details and also allowing the Board of Directors to voice their opinions freely.

7. In the case of an equal votes in the meeting, the Chairman must provide one more vote to decide as absolute.

8. Promote good relationship between all members of the Board of Directors and to the management team.

9. Follow up and oversee the disclosing of public information according to the laws and regulations, both for the 56-1 One Report and through the Company's website (www.sankothai.net).

6. Nomination of Board of Directors

The candidate to be elected as the Board of Directors of the Company must pass the requirements from the Remuneration Committee, which will be selected as stated in the Public Company Act B.E. 2535, Section 68, and Related Notification of SEC and SET.

In addition, the Company shall appoint directors by considering the qualification and expertise from a variety of aspects, recommendation in point of expertise view, leadership, a moral and ethical, transparent background and the ability to express their views independently which will positively affect to the company's performance and then the company will propose the names to shareholder meeting for appointment.

The selection of the board of directors will be made by the shareholder meeting with following guidelines and procedures:

(a) Each shareholder has number of votes equal to the number of shares held.

(b) Each Shareholder may use his vote to appoint one or more individuals as Directors, as deemed appropriate by the shareholders' meeting. Each Shareholder may not divide his votes with any other persons

(c) Candidates with the most votes are to be appointed Directors up to the number open at a given meeting. If more candidates receive equal votes than the number of Directors required, the Chairman of the meeting must cast a deciding vote.

At each annual general meeting, one-third of the directors, or if their number is not a multiple of three then the number nearest to one-third, must retire from office. The directors to retire in the first and the second year after conversion into the public company limited status shall be drawn by lots. Thereafter the directors who have been longest in office shall retire. Retiring directors are eligible for re-election

In the case where the number of vacant director position because of other events, the process in nominating independent directors will be complied with Section 68 in Public Limited Company B.E. 2535 to be the director in the next board of directors' meeting, except the remaining term of that director is less than 2 months. A person who is representative director will be in a position as director only remaining term of the directors and their representatives must be resolved by vote of the Board of Directors of not less than 3 in 4 of the remaining directors.

In addition, the Board of directors must be comprised of independent directors at least 1 in 3 of the total directors of the company but not less than 3 people.

7. Independent Director

"Independent Director" is a person who is not related to any operations and / or business of the Company and is independent of major shareholders and management of the Company including their relative, which could interfere with the exercise of independent judgment or the ability to act in the best interest of the Company and shareholders.

1. Not be contrary to rules, regulations, principles and related laws
2. Not hold shares in excess of one percent of the total number of voting shares of the Company or the Company's parent company, subsidiary, associated company, major shareholder, or any person having controlling power over the Company, whilst the number of shares held by any related person of such an in independent director must also be counted;
3. Not be and have not been a director participating in management role of the Company, or an employee or an officer of the Company, or an advisor of the Company which receives regular salary from the Company, and not be and have not been a person having controlling power over the Company or the Company's parent company, subsidiary, or associated company, or a subsidiary of another company in the same level of the Company, unless such an independent director has not been a person referred to above for at least two years prior to the appointment date

4. Not be a person having relationship either through blood or lineage or legal registration as a father, mother, spouse, sibling or child, including as a spouse of a child of any management person or major shareholder of the Company or the Company's subsidiary, or of any person having power to control the Company or the Company's subsidiary, or of the person being nominated to be a management person of or a person having power to control the Company or the Company's subsidiary

5. Not have and have not had any business relationship with the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or with the person having power to control the Company that may have conflict of interest, in the manner in which his/her independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, or the Company's parent company, subsidiary, associated company, or major shareholder, or the person having power to control the Company unless such an independent director has not been a person referred to above for at least two years prior to the appointment date

6. Not be and have not been an auditor of the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or of any of the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, or the Company's parent company, subsidiary, or major shareholder, or the person having power to control the Company is working, unless such an independent director has not been a person referred to above for at least two years prior to the appointment date

7. Not be and have not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or from the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years prior to the date

8. Not be a director appointed as a representative of any director, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company which is a related person of the major shareholder of the Company

9. Not have any characteristics by which his/her independent comment or opinion on the Company's operation may be affected

10. Not engage in any business the nature of which is the same as that of the Company or the Company's subsidiary and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary, or not be a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of a company engaging in any business the nature of which is the same as that of the Company or the Company's subsidiary and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary;

11. Independent director must immediately report to the Board of Director if there is any circumstance causing any member to be lack of the qualification of independent director after having been appointed as an independent director with qualifications complying with the above criteria.

If a person having qualifications stated in 1 to 11 above is appointed as an independent director of the Company, such appointed independent director may be assigned by the Company's Board of Directors to make decision in respect of business operation of the Company, or the Company's parent company, subsidiary or associated company, or a subsidiary of another company in the same level of the Company, the major shareholder of the Company, or the person having controlling power over the Company, provided that such decision making by such appointed independent director must always be made on a collective decision basis.

8. Meetings of the Board of Directors

1. The Board of Directors shall hold meetings at least once per quarter. The meeting dates shall be scheduled in advance for the entire year, and additional special meetings may be convened as necessary.
2. All directors shall receive a notice of meeting clearly specifying the meeting agenda, together with supporting documents, at least seven (7) days prior to the meeting date.
3. The quorum for a meeting of the Board of Directors shall be in accordance with the Company's Articles of Association.
4. Resolutions of the Board of Directors shall be passed by a majority vote of not less than one-half of the total number of directors.
5. In the event that the Chairman of the Board is absent from the meeting or is unable to perform his/her duties, the directors present at the meeting shall elect one director to act as the Chairman of the meeting.
6. The Company Secretary or a person assigned shall be responsible for preparing the minutes of the Board of Directors' meetings with complete and accurate details, and for systematically maintaining the minutes and all supporting documents.

9. Performance Evaluation

The Board of Directors shall conduct an annual self-evaluation of its performance on a collective (board-wide) basis.

10. Review

The Board of Directors shall review this Charter on a regular basis at least once a year or whenever there are significant changes.