Director's Handbook

Sanko Diecasting (Thailand) Public Company Limited.

www.sankothai.net

Agenda

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Message from Chairman of the Board of Directors

The Board of Directors of Sanko Diecasting (Thailand) Public Company Limited intends to strengthen the Company's Business solidly and sustainably, including supporting the Organization to operate under the principles of good governance. That is aiming for the utmost benefits of the shareholders and always be mindful of all the stakeholders involved.

In order for the Company to achieve the above goals, All Directors must perform their duties cautiously and attentively, along with following the regulations and every intentions of the law, including setting up a good example for the members of staff.

Therefore, during the 6th meeting of 12th November 2015, the Board of Directors have approved the "Director's Handbook", so that the Directors can use it as a guideline and strictly follow the principles of good governance and allows the Company to be acknowledged by all parties involved. This is the 5th edition

Mr. Adul Chotinisakorn

Chairman of the board of director

November 2023

Message from Chairman of Audit Committee

The Audit Committee is a valuable tool that helps guiding the Company to good corporate governance, suitable internal control system and appropriate risks management policies, as well as following the laws and related regulations strictly. The Audit Committee had fully performed its duties as assigned by the Board of Directors and in accordance with the Audit Committee Charter.

With this purpose in mind, the Audit Committee had independently carried out all responsibilities both providing opinions on various matters and performed the duties as stated in the 'Board of Directors Manual'. The Audit Committee strives to work effectively and ensure the Board of Directors that the Company will become trustworthy in both the financial reports and the internal control system.

Miss Achara Suwanpuchai

Chairman of Audit Committee

May 2023

Message from Chairman of Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) was established to support the good governance of the company. The committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors, sub-committees and Chief executive officer. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

"Director's Handbook" is a valuable tool that has compiled the guidelines and various procedures for the Directors to acknowledge and follow in order to achieve the goals set by the Company.

Mr. Nipan Tungpiruttham

Chairman of Nomination and Remuneration Committee

September 2017

Vision Mission and Core Value

Vision:

SANKO strives to be the leader in the diecasting industry, to be accepted on an international level. This includes developing new innovations in all aspects and being able to manufacture quality products and provide excellent services to customers reliably.

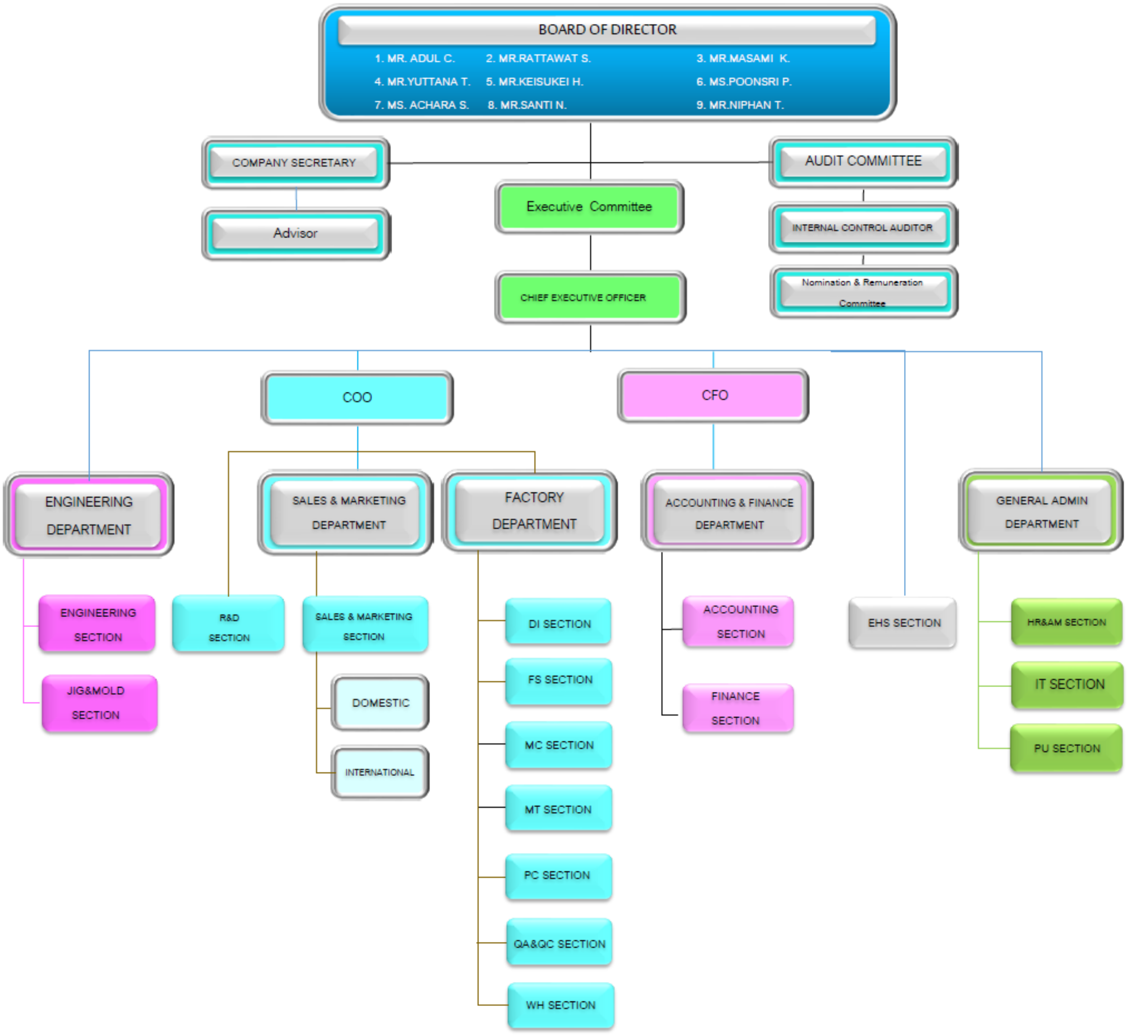
Mission:

1. Perform with excellence in all its operations.
2. Create innovations and use modern technologies in designing and production development.
3. To bring out the staff 's potential and ability for creating strength of the organization in order to enable the

Core Value:

- Innovation
- Proactive Working
- Achievement Orientation
- Sense of Belonging

Organization Chart



Structure of the Board and Committee

1. Board of Director

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.

Member of the Board of Directors as December 2025

1.	Mr. Adul Chotinisakorn	Chairman of the Board of Directors
2.	Mr. Masami Katsumoto	Director
3.	Mr. Keisuke Hamada	Director
4.	Mr. Rattawat Suksaichol	Director
5.	Mr. Thawatchai Tientongtip	Director
6.	Mr. Yuttana Taepangthong	Director
7.	Ms. Achara Suwanpuchai	Independent Director
8.	Mr. Santi Niamnil	Independent Director
9.	Mr. Nipan Tungpiruttham	Independent Director

<u>Signature Authorization of Director as follows</u>:

The number and name of the directors who are authorized to sign to bind the company are Mr. Masami Katsumoto or Mr. Keisuke Hamada or Mr. Rattawat Suksaichol, jointly sign and affix the company's seal.

2. Audit Committee

Member of the Audit Committee as December 2025

1. Ms. Achara Suwanpuchai — Chairman of the Audit Committee
2. Mr. Santi Niamnil — Committee
3. Mr. Nipan Tungpiruttham — Committee

3. Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee is to be appointed by the Board of Directors and has to comprise of not less than three persons, being the Company’s directors and executives.

2. The independent director shall be the Chairman of the Nomination and Remuneration Committee.

Member of the Nomination and Remuneration Committee as December 2025

1. Mr. Nipan Tungpiruttham	Chairman of the Committee
2. Mr. Rattawat Suksaichol	Committee
3. Mr. Yuttana Taepangthong	Committee

4. Executive Board

1. The Executive Board consists of the Chief Executive Officer and no more than 4 others as suggested by the CEO and must be approved by the Board of Directors. However, the Executive Board will select an individual within the committee to be the Chairman of the Executive Board and another person to be Vice Chairman.

2. The Executive Board appoints the secretary of the committee. The role of the secretary of the Executive Board is to arrange meetings, gather documents for the meeting and also prepare the meeting minute for the committee every time.

3. The Executive Board must hold meetings as appropriate but must not be less than once per month.

4. The Chairman of the Executive Board will call for the Executive Board Meeting. In the case that the Chairman could not perform his/her duty, the Vice Chairman will do it instead.

Member of the Executive Board as December 2025

1.	Mr. Rattawat Suksaichol	Chairman of the Management Committee
2.	Mr. Pheeraphat Kaewjamrun	Committee
3.	Mr. Kiattipoom Poomminun	Committee
4.	Mr. Anant Tungsunthornthum	Committee
5.	Ms.Pinpon Chakijdee	Secretary of the Committee

Scope of authorities And Responsibilities of the Board of Directors

1. 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.

2. Responsibility of 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.

3. 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.

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).

4. Scope of authorities of the Audit Committees

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;

2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as

to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;

3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:

- an opinion on the accuracy, completeness and creditability of the Company's financial report,
- an opinion on the adequacy of the Company's internal control system,
- an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
- an opinion on the suitability of an auditor,
- an opinion on the transactions that may lead to conflicts of interests,
- the number of the audit committee meetings, and the attendance of such meetings by each committee member,
- an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
- other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

7. To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

In its performance of duties under the first paragraph, the audit committee must be directly responsible to the Company's board of directors, while the Company's board of directors shall remain responsible to third parties for the operations of the Company.

In the case that the audit committee's duties are changed, the Company shall report on a resolution to change its duties, and shall prepare a list and scope of work of the audit committee according to such change in the form as prescribed by the Exchange. Such list and scope of work must be submitted to the Exchange within 3 (three) business days from the date on which the change is made in accordance with the procedures under the Exchange's regulations relating to reporting via an electronic media.

5. Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee perform duties as assigned from The Board of Directors and had the duties and responsibilities that following

5.1 Nomination

1. Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
2. Searching, selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
3. Executing other tasks related to nominations as assigned by the Board of Directors.
4. Setting guidelines and policies in nominating and evaluating the performance of the Chief Executive officer (CEO) and reporting to the Board of Directors for their consent.

5.2 Remuneration

1. Preparing guidelines and policies in determining the Board of Directors, other sub-committees' remuneration and Chief Executive Officer, and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.

2. Determining necessary and appropriate monetary and non- monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.

3. Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.

4. Reporting policies and principles/ reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1) and annual report.

5. Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors. The management team and other units have to report or present the information relating to the Nomination and Remuneration Committee in order to support the operation of the Nomination and Remuneration Committee to achieve their assigned tasks.

5.3 Reporting

The Nomination and Remuneration Committee directly reports to the Board of Directors.

5.4 Meetings

1. The Nomination and Remuneration Committee holds a meeting when seen as appropriate (at least 2 times a year) and has power to call for an extra meeting if necessary. The Nomination and Remuneration Committee shall comprise of not less than one-half of the total existing members.

2. All the Nomination and Remuneration Committee's members shall attend every meeting unless he/she has any necessary matter. In this case, the member has to notify his absence in advance to the Chairman of the Nomination and Remuneration Committee.

3. The Chairman of the Nomination and Remuneration Committee shall be the chairman of the meeting. In case where the Chairman of the Nomination and Remuneration Committee is absent, other Nomination and Remuneration Committee’s members attending the meeting can select one member to be a substitute chairman of the meeting.

4. The resolution of the Nomination and Remuneration Committee can be made by majority vote. Any member of the Nomination and Remuneration Committee, who has any interest or benefit in the related topic, shall not vote in that particular topic.

5. The meeting invitation letter shall be issued to the Nomination and Remuneration Committee in advance prior to the meeting date held. This excludes the emergency case, where the dates of the meeting will be informed by other methods or the meeting shall be scheduled earlier. The secretary of the Nomination and Remuneration Committee shall take the minutes of the meeting.

6. The Nomination and Remuneration Committee can invite any related personnel to attend the meeting in order to provide relevant information to the Nomination and Remuneration Committee.

6. Authorities and Limitation of the Executive Board

1. The Executive Board has the authority in setting the policies, goals, strategies, work procedure and annual budget as designated and also the business activities which must follow the policies, regulations or any other orders by the Board of Directors. Moreover, the Executive Board is responsible for evaluating, screening, inspecting all issues presented to the Board of Directors for further approval or acknowledgement.

2. The Executive Board has the power to direct the organizational structure by covering the selection process, trainings, benefits and including the Company's dismissal of the staffs.

3. The Executive Board may appoint or assign any individual to perform any tasks instead of the Executive Board as appropriate and that the Executive Board may cancel, adjust or revise such authorities.

Nomination of Directors

1. 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.

2. Audit Committee

The Remuneration Committee will evaluate and select the Audit Committee and will then propose for the approval from the Board of Directors of the Company. The Company's shareholders will appoint the Audit Committee in the Shareholders Meeting. The Audit Committees who are qualified under the Securities and Stock Exchange Act, regulations, announcement, principles and / or regulatory guidelines of SEC and SET. The Audit Committee must be more than 3 persons with at least one person who qualified in accounting and finance field.

3. Nomination and Remuneration Committee

The Remuneration Committee is appointed by the Board of Directors of the Company. The committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors, sub-committees and Chief executive officer. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

The Office Term

1. The Nomination and Remuneration Committee's member has the office term has a tenure as the term of the Board of Director member.

2. The NRS's member may be re-appointed as the Board of Directors see as appropriate.

3. Apart from vacating upon the end of office term stated in Item 3.1, the Audit Committee's member will retire from the office upon the following conditions:

    1. Resignation
    2. Dismissal by the Board of Directors

4. The Board of Directors has power to appoint a new member of the Nomination and Remuneration Committee as to resume the operation and to substitute the member of the Nomination and Remuneration Committee who is out of office term according to Item 3.1 or Item 3.3. The substituted member can only be in the office within the remaining term of the member he/she replaced.

4. Executive Board

The Executive Board is appointed by the Board of Directors of the Company.

Terms of the positions

1. In the case that the Executive Director is the Board of Director, let the terms be under the Board of Director.

2. In the case that the Executive Director is the Manager, let the terms be under the Company's Manager.

3. In the case that the Executive Director is an outsider who is neither Director or Manager of the Company or is an outside individual, the position will be as the resolution of the committee.

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.

Independent Director Properties

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.

Code of Ethics

1. To perform all tasks under the law, including the principles of good governance.

2. To perform all tasks to the best of one’s abilities for the utmost benefits of the organization, including attending all meetings unless in the case of an emergency.

3. To perform all tasks fairly. In the meeting, if the Directors have any stakes in the particular agenda, the Directors in question must leave the meeting room and refrain from any activities which may affect the outcome of the discussion about the said topic.

4. To perform all tasks by avoiding the conflict of interests from self to the benefits of the Organization so that the management can be done efficiently and transparently. These interests include;

4.1 Not utilizing the Company’s information for personal gains or for the benefits of third parties

4.2 Not utilizing the Company’s confidential information in undesirable ways and not releasing any confidential information even when no longer employed by the Organization.

4.3 Not using the position of Director for personal gains.

4.4 Not creating obligations which may later contradict with the responsibility of the position.

4.5 Not receiving any benefits or stakes from signing a contract with the Organization.

4.6 Not accepting gifts or any benefits for personal or family gains which may conflict with the benefit of the Organization.

5. Prevent the Organization’s confidential information from leaking to unrelated parties which may damage the Organization or the stakeholders, unless otherwise enforced by the law.

6. In the case of the buying or selling of the listed securities owned by the Directors, spouses or minor child, the procedures must be in accordance with the notice by the Stock Exchange of Thailand under the ‘prohibited conducts in buying or selling the listed securities and the stakeholders reports of Board of Directors’

Notes: Read additional information in the Code of Ethics Manual

Article of Association

Chapter 3: Board of Directors

Article14. The shareholders' meeting shall elect the Board of Directors to operate the Company's business, under the supervision of the shareholders' meeting and the provisions of this Articles of Association. It is not required that directors shall be the shareholders of the Company.

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; provided that at least half (1/2) of all directors shall have residence in the Kingdom. All of the Company's directors shall have the qualifications as prescribed by laws.

Article15. The election of directors shall be made by a majority vote of the shareholders' meeting in accordance with the following criterions and procedures:

(1) One shareholder shall have one vote for each share held;

(2) In case the number of persons nominated to be directors is not more than the number of directors required at that election, the shareholders' meeting shall elect the nominated directors, and the directors so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1). Such votes cannot be divided for allocation to anyone at any extent; and

(3) In case the number of persons nominated to be directors is more than the number of directors required at that election, the voting method shall be made on a person by person basis. In casting votes, each person so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1) and the shareholder may not split his/her votes to any person at any extent. Persons receiving the highest votes in descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected

in descending orders receives equal votes, exceeds the number of directors who shall be elected at that time, the Chairman shall have a decision vote.

Article16. At every annual general meeting, one-third (1/3) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Article17. Directors shall be entitled to the remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to approval of the shareholders' meeting that may designate a fixed amount or prescribe rules, and will fix from time to time or remain effective until further change. In addition, the directors may receive per diem and other welfare according to the Company's regulations.

Provisions in the first paragraph shall not affect the right of the Company's officer or employee, who has been elected as the director, in receiving remuneration and other benefits as the Company's officer or employee.

Article18. Apart from vacancy upon the expiry of his/her term of office, a director shall vacate the office upon:

(1) Death;

(2) Resignation;

(3) Lack of qualifications or subject to prohibition under the laws;

(4) Being removed by the resolution of shareholders' meeting; or

(5) Being removed by the court order.

Article19. No director shall operate any business, or become a partner in an ordinary partnership, or become a partner with unlimited liability in a limited partnership, or become a director of a private limited company or other public limited companies, which has the same nature as and is in competition with the Company's business, unless he/she notifies the shareholders' meeting prior to the resolution for his/her appointment.

Article20. A director shall notify the Company without delay when the following events occur:

(1) He/she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, and shall indicate the fact of contract's nature, names of contracting party and interest of such director in the contract (if any); or

(2) He/she holds shares or debentures of the Company or the Company's affiliate, and shall indicate the total number of shares or debentures increasing or decreasing during a fiscal year (if any).

Article21. If any director purchases property of the Company, sells property to the Company or does any business with the Company, regardless of whether it is in his/her own name or in the name of other persons, unless approved by the Board of Directors and/or the meeting of shareholder as required by law (based on case by case) such purchase, sale or business deal shall not bind the Company.

Article22. Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.

The director who has resigned under the first paragraph may also notify the registrar of his/her resignation for the acknowledgement.

Article23. In case of a vacancy in the Board of Directors for reasons other than the expiration of the director's term of office, the Board of Directors shall elect a person who has the qualifications and possesses no prohibited characteristics under the laws as a replacement director at the next meeting of the Board of Directors, except in the case where the remaining term of office of such director is less than two (2) months. The replacement director shall hold the office only for the remaining term of the director whom he/she replaces.

The resolution of the Board of Directors under the first paragraph must be passed by a vote of not less than three-fourths (3/4) of the number of the remaining directors.

Article24. The shareholders' meeting may pass a resolution removing any director from office prior the expiration of the director's term of office by a vote of not less than three-fourths (3/4) of the number of the shareholders attending the meeting, having the right to vote and the shares held by them shall not, in aggregate, be less than half (1/2) of the number of the shares held by the shareholders attending the meeting and having the right to vote.

Article25. The Board of Directors shall elect and appoint one director to be the Chairman of the Company. The Chairman shall have the right of decision voting in the event of tie vote at the Board of Directors' meeting.

The Board of Directors shall consider electing and appointing one of the directors as Vice-Chairman. The Vice-Chairman shall have the duties in accordance with the Articles of Association for the assignments designated by the Chairman and shall act in replacement of the Chairman if the Chairman is temporality unable to perform his/her duties or if the position of Chairman is vacant.

Article26. At a meeting of the Board of Directors, there must be directors present not less than half (1/2) of the total number of directors to form a quorum. In case the Chairman is not present or cannot perform his/her duties, the Vice-Chairman shall act as the Chairman. If the Vice-Chairman cannot perform his/her duties, the directors present at the meeting shall elect one among themselves to act as the Chairman of the meeting.

Any transactions, appointments and decisions made by the Board of Directors shall be done by majority votes. Each director is entitled to one (1) vote, but a director who has personal interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman shall have an additional decision vote.

Article27. The Company's Board of Directors shall hold meeting at least once every three (3) months.

In summoning a meeting of the Board of Directors, the Chairman or a person designated by the Chairman shall send notices thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning for meeting may be made by other methods and the earlier meeting date may be fixed.

The Chairman or the designated person of Chairman can fix the date, time and place to convene the Board of Directors' meeting. The meeting place can be fixed somewhere else other than the Company's head office or in any other locations.

Article28. The Board of Directors may specify names of the directors who are authorized to sign to bind the Company with the Company's seal affixed.

Article29. The directors shall perform their duties in accordance with the laws, objectives, Articles of Association and the resolutions of the shareholders' meetings.

Article30. The Board of Directors shall set up the Audit Committee by appointing at least three (3) Independent Directors to be the Audit Committee, and at least one (1) of them shall have the knowledge in accounting and finance with the qualifications as required by the securities and exchange law to audit and govern the Company’s operation, to take care of the financial reports, the internal control system and selection of the auditor, to consider the conflict of interest, to prepare the report on corporate governance by the Audit Committee, and carry out any other business as required by the Audit Committee or the laws.